

28<sup>th</sup> August 2020

To,  
Bombay Stock Exchange Limited  
Corporate Relations Department  
1 Floor, New Trading Ring  
Rotunda Building, PJ Tower  
Dhalal Street Mumbai - 400 001

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year 2019-20**

We hereby inform you that the **26<sup>th</sup> Annual General Meeting ('AGM')** of SALONA COTSPIN LIMITED will be held through video conferencing/other audio visual means (VC/OAVM) on **Monday, 21<sup>st</sup> September 2020 at 10: 30 A.M.** (Indian Standard Time).

Pursuant to Regulation 34(1) and Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of Annual Report of the Company along with the Notice of the AGM for the Financial Year 2019-20 which is being sent through electronic mode to the members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

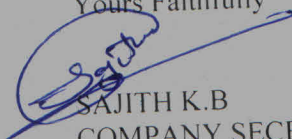
The copy of Annual Report 2019-20 along with the Notice of AGM is also available on Company's website [www.salonacotspin.com](http://www.salonacotspin.com).

The schedule of events is as below:

Event	Date	Time
Cut-off date for e-voting	14 <sup>th</sup> September 2020	N.A
Book Closure dates for AGM	15 <sup>th</sup> September 2020 to 21 <sup>st</sup> September 2020 (Both days inclusive)	N.A
Commencement of e-voting	17 <sup>th</sup> September 2020	9.00 A.M
End of e-voting	20 <sup>th</sup> September 2020	5.00 P.M
AGM	21 <sup>st</sup> September 2020	10.30 A.M

This is for your information and records.

Thanking You  
Yours Faithfully



SAJITH K.B  
COMPANY SECRETARY  
Encl: as above

**SPINNING YARN TO PERFECTION**

Regd. Off. / Mills : SF No. 74/12 & 75/3, Sathy Main Road, Pungampalli, Valipalayam (P.O) Sathy T.K - 638 402. Tamilnadu.

GSTIN : 33AACCS4554N1Z3  
PAN No. : AACCS4554N  
CIN No. : L17111 TZ 1994 PLC 004797





Salona  
Co-spin  
LIMITED

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**26<sup>th</sup>** Annual Report

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## **BOARD OF DIRECTORS :**

**Sri Shyamlal Agarwala**  
Managing Director

**Sri Manoj Kumar Jhajharia**  
Joint Managing Director

**Sri Arun Kumar Jhajharia**  
Director

**Sri Dhiresh Jayasi**  
Director

**Smt. Meenakumari. S**  
Director

**Sri Hari Desikan Ganesh**  
Director

## **AUDITORS**

M/s. GOPALAIYER AND SUBRAMANIAN  
Chartered Accountants  
No.4, Guru Govind Singh Road,  
R.S.Puram,  
Coimbatore - 641 002.

## **BANKERS**

Union Bank of India  
The Catholic Syrian Bank Limited  
State Bank of India  
Oriental Bank of Commerce

## **REGISTERED OFFICE**

SF No.74/12 & 75/3, Sathy Road  
Pungampalli Village,  
Sathyamangalam - 638 402  
Erode District, Tamil Nadu

## **ADMINISTRATIVE OFFICE**

No.9, Ramalinga Nagar  
IV Cross Saibaba Colony  
Coimbatore - 641 011

## **REGISTRAR & SHARE TRANSFER AGENTS**

M/s. S K D C Consultants Limited  
Kanapathy Towers, 3rd Floor,  
1391/A-1, Sathy Road,  
Ganapathy Post,  
Coimbatore - 641 006

## **WIND MILLS**

Panakudi Village, Radhapuram Taluk  
Sinjuvadi Village, Pollachi Taluk  
Vadambacherri Village, Palladam Taluk  
Kozhumankondan Village, Palani Taluk



Regd. Office : S.F. No. 74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402

CIN : L17111TZ1994PLC004797 Phone : 0422 - 2454415, 2454416, 2454417

E-mail : info@salonagroup.com

Web : www.salonacotspin.com

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## NOTICE OF 26th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the members of the Company will be held on Monday, **the 21<sup>st</sup> September 2020** at 10.30 AM IST through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including Balance sheet as at 31<sup>st</sup> March, 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020, statement of changes in equity and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in the place of Sri ArunkumarJhajharia (DIN:00003086) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. Appointment of Sri.Hari Desikan Ganesh as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**RESOLVED THAT** Sri. Hari Desikan Ganesh (DIN: 08710451), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Sri. Hari Desikan Ganesh (DIN: 08710451), a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 21<sup>st</sup>September, 2020.

4. Re-appointment of Smt. Meenakumari.S (DIN: 07143889) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Smt. Meenakumari.S (DIN: 07143889), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1) (b) of Listing Regulations and who is eligible for re-appointment, be and is hereby reappointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years, not liable to retire by rotation

5. Ratification of remuneration payable to Cost Auditor and in this regard to consider, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to Section 148 of the Companies Act 2013, and Companies (Audit and Auditors) Rules 2014, as amended from time to time, appointment made by the Board of Directors of the Company on the recommendation of the Audit Committee, of Sri B. Venkateswar, Cost Accountant, Coimbatore as Cost Auditor for conducting the audit of the Cost records of the Company for the financial year 2020-21 and remuneration of Rs. 20,000/- plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March 2021, be and is hereby ratified and confirmed.

**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
**ACS No: 35602**

Place : Coimbatore

Date : 25.06.2020

**Notes:**

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 holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. 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.

An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.

Corporate Members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bk.scrutiniser@gmail.com with a copy marked to info@salonagroup.com. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The Meeting shall be deemed to be held at the Registered office of the Company at S.F.No.74/12 and 75/3 Sathy Road, Pungampalli Village, Sathyamangalam - 638 402 Erode District, Tamil Nadu. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice

**CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.salonacotspin.com](http://www.salonacotspin.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Thursday, 17<sup>th</sup> **September 2020 at 9.00 A.M** and ends on Sunday, **20<sup>th</sup> September 2020 at 5.00 P.M**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **14<sup>th</sup> September 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The Register of Member and Share Transfer Books of the Company will remain closed from 15.09.2020 to 21.09.2020 (both days : inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting, E-Voting and Book Closure.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

**OR**

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for SALONA COTSPIN LIMITED on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **RTA: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to **RTA: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)**.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (info@salonagroup.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (info@salonagroup.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

**(xii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;bk.scrutiniser@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
**ACS No: 35602**

Place : Coimbatore

Date : 25.06.2020

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

The Board of Directors of the Company had appointed Sri. Hari Desikan Ganesh (DIN: 08710451), as an Additional Director of the Company with effect from 25th June 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Sri. Hari Desikan Ganesh (DIN: 08710451), shall hold office up to the date of the forthcoming Annual General Meeting and he is eligible to be appointed as an Independent Director for a term up to five years.

In terms of Section 149 and other applicable provisions of the Act, Sri. Hari Desikan Ganesh is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

None of the Directors or Key Managerial Personnel and their relatives, except Sri. Hari Desikan Ganesh (DIN: 08710451), are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice

**Item No. 4**

Smt. Meenakumari.S (DIN: 07143889) was appointed as Independent Non-Executive Directors of the Company by the Shareholders at the 21st Annual General Meeting held on 23rd September 2015 to hold office for a term of five (5) consecutive years up to close of business hours on 22nd September 2020. As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing a Special Resolution by the Company for another term of up to five consecutive years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Smt. Meenakumari.S (DIN: 07143889) has recommended her re-appointment as Independent Directors for a second term of five (5) consecutive years with effect from close of business hours on 21st September, 2020. Further, the Board of Directors are of the opinion that the continued association of Smt. Meenakumari.S (DIN: 07143889) would be immensely beneficial to the Company.

Smt. Meenakumari.S (DIN: 07143889) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ('SEBI') order or any other such authority. She has given her consent to act as Director along with the declaration stating that she meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Smt. Meenakumari.S (DIN: 07143889) fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as Independent Non-Executive Director of the Company and is independent of the management. The Company has also received notices in writing from members under Section 160 of the Act proposing the candidature of Smt. Meenakumari.S (DIN: 07143889) for the office of Independent Directors of the Company.

Accordingly, the Board recommends Special Resolutions in relation to eligibility and reappointment of Smt. Meenakumari.S (DIN: 07143889) as Independent Directors for another term of five (5) consecutive years, for approval by the Shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice

**Interest of Directors:**

Except Smt. Meenakumari.S, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No. 4 of the accompanying Notice of the AGM.

**Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to Sri B. Venkateswar, Cost Accountant, Coimbatore, the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2021.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item no.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors, Key Personnel or their relatives are in any concerned or interested in this resolution.

**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
ACS No: 35602

Place : Coimbatore  
Date : 25.06.2020

**ANNEXURE TO THE NOTICE****RE-APPOINTMENT OF DIRECTORS**

A brief resume in respect of Director seeking reappointment is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

1	Name	<b>ARUN KUMAR JHAJHARIA</b>
2	Date of Birth & Age	30/06/1972, 48 Years
3	DIN	00003086
4	Date of Appointment	12/02/2018
5	Qualification	B. Com.,
6	Experience	Sri Arun Kumar Jhajharia has about two decades of experience in the fields of Textile, finance and administration.
7	Other Directorships	SRI SADHYAA EXPORTS PRIVATE LIMITED SHRISTI COTSPINN PRIVATE LIMITED
8	Member of Committee	NIL
9	Member of Committee in Other Public Limited Companies	NIL
10	Number of Shares held in the Company	314671 equity shares of Rs. 10/- each
11	Board Position Held	Director (Executive, Non-Independent)
12	Terms and conditions of appointment/ reappointment	Subject to Shareholders' approval to be re-appointed as Director (Executive, Non-independent). He is liable to retire by rotation.
13	Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report
14	Relationship with other Directors	Son of Managing Director and brother of Joint Managing Director

1	Name	<b>HARI DESIKAN GANESH</b>
2	Date of Birth & Age	04/04/1980, 40 Years
3	DIN	08710451
4	Date of Appointment	25/06/2020
5	Qualification	B. Com.,
6	Experience	<p>Sri Hari Desikan Ganesh is a Strategically minded marketing and advertising professional with a proven record of accomplishment in managing operations, planning and leading comprehensive marketing communication strategies in support of business goals and objectives.</p> <p>18 + years of experience in directing and executing multimedia marketing/advertising programs. Solid leadership skills, able to build and guide top performing teams.</p> <p>He has also professional experiences in General Management, Account Planning, Account Management, Brand Management.</p>
7	Other Directorships	NIL
8	Member of Committee	NIL
9	Member of Committee in Other Public Limited Companies	NIL
10	Number of Shares held in the Company	NIL
11	Board Position Held	Additional Director (Non-Executive, Independent)
12	Terms and conditions of appointment/ reappointment	Subject to Shareholders' approval to be re appointed as Director (Non-Executive, independent). He is not liable to retire by rotation.
13	Remuneration paid for the financial year	NA
14	Relationship with other Directors	N.A

1	Name	<b>MEENAKUMARI. S</b>
2	Date of Birth & Age	22/11/1975, 45 Years
3	DIN	07143889
4	Date of Appointment	23.09.2015
5	Qualification	Graduate
6	Experience	Smt. Meenakumari has more than 20 years of experience in business and administration.
7	Other Directorships	NIL
8	Member of Committee	Audit Committee and Nomination and Remuneration Committee
9	Member of Committee in Other Public Limited Companies	NIL
10	Number of Shares held in the Company	NIL
11	Board Position Held	Director (Non-Executive, Independent)
12	Terms and conditions of appointment/ reappointment	Subject to Shareholders' approval to be re-appointed as Director (Non-Executive, independent). She is not liable to retire by rotation.
13	Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report
14	Relationship with other Directors	N.A

**By order of the Board**

**K.B. Sajith**  
**Company Secretary**  
 ACS No: 35602

Place : Coimbatore  
 Date : 25.06.2020



## DIRECTORS' REPORT TO THE SHAREHOLDERS

To  
The Members

Your Directors have great pleasure in presenting their Twenty-Sixth Annual Report together with Audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2020.

### FINANCIAL HIGHLIGHTS

Details	( Rupees in Lakh )	
	31.03.2020	31.03.2019
<b>INCOME</b>		
Sales and Other operating Receipts	12184.67	13287.01
Other Income	7.70	10.32
<b>Total</b>	<b>12192.37</b>	<b>13297.33</b>
Gross Profit before interest, depreciation and tax	862.11	1016.21
Less: Interest	407.52	401.11
Profit/(Loss) after interest, but before depreciation and tax	454.59	615.10
Less: Depreciation	264.62	384.98
<b>PROFIT BEFORE TAX</b>	<b>189.97</b>	<b>230.12</b>
Less: Taxes	72.62	67.08
<b>NET PROFIT AFTER TAX</b>	<b>117.35</b>	<b>163.04</b>
Add: Other Comprehensive Income	-2.68	4.60
Less: Dividends & Tax on Dividend	38.06	38.07
Add: Opening Surplus	2584.34	2454.77
<b>Surplus carried over to Balance sheet</b>	<b>2660.95</b>	<b>2584.34</b>

**DIVIDEND:**

In order to strengthen the long term resources for the future and considering the impact of the COVID 19 pandemic virus, the Board of Directors regret their inability to recommend any dividend for the financial year 2019-2020. (Previous Year Rs. 38.07 Lakh)

**REVIEW OF OPERATIONS:**

During the year under review, the production of cotton yarn is 36.37 Lakh Kgs as against 39.26 Lakhs Kgs in the preceding year. The Sales Turnover deceased to Rs.11984.79 Lakh as against Rs.13141.45 Lakh in the previous period. The Sales turnover includes Total Export Sales of Rs.6856.90 Lakh as against Rs.7970.27 Lakh in the previous year. During the year the export turnover of traded goods decreased to Rs.1613.71 Lakh from Rs. 3122.93 Lakh.

During the year the green energy generated was 62.96 Lakh units (net) of wind electricity as against 69.58 Lakh units in the previous year.

By captive consumption, the Wind Electricity contributed for reduction in power cost, and contributed to the profits of the textile mill. Hence the overall performance of the Company should be considered as Satisfactory.

**OUT LOOK FOR THE IMMEDIATE FUTURE:**

The Spinning segment of the textile industry continues to witness the paradox of mis-match of prices of cotton (raw material) and prices of yarn (finished goods). The company has a proposal to generate Green Energy by way of installing Roof Top Solar Power Plant at factory premises for captive consumption. Further we are into women's' casual trendy wear under the Brand "**NEWRIE LONDON**". We have showroom both company owned and franchise owned. We have a network of distributors throughout the country.

**EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

There are no material changes and commitments affecting the financial position of the Company, subsequent to the end of the financial year.

**PUBLIC DEPOSITS**

The Company has not accepted nor holds any public deposits within meaning of Section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules 2014 during the year under review.

**CORPORATE GOVERNANCE:**

Corporate Governance, Management Discussion and Analysis and a certificate from the Auditors of the Company regarding compliance of condition of Corporate Governance is furnished in Annexure.

**EXTRACT OF ANNUAL RETURN :**

As required under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return as on 31st March 2020 in MGT 9 is given which form part of this Annual Report is enclosed as **Annexure I**.

## DIRECTORS

Sri Arun Kumar Jhajharia (DIN: 00003086), Director who retires by rotation at the ensuing Annual General Meeting, being eligible offers himself for reappointment. The Board recommends his reappointment in the forthcoming Annual General Meeting.

Sri G.V.S. Desikan (DIN: 00050597) Independent Director of the Company expired on 16th January 2020. The Board of Members placed on record their heartfelt condolences on the sad demise of Sri. G.V.S. Desikan. Also an appreciation of the valuable services rendered by Sri. G.V.S. Desikan during his tenure as a Director of the Company.

Sri. Hari Desikan Ganesh (DIN: 08710451), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th June, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company. The Board recommends his appointment in the forthcoming Annual General Meeting.

The tenure of Smt. S. Meenakumari (DIN: 07143889), Independent Director of the Company expires at close of business hours on 22nd September 2020. The Board of Directors at their meeting held on 25th June 2020 recommended the reappointment of Smt. S. Meenakumari (DIN: 07143889), as Independent Directors for a second term of five consecutive years commencing from close of business hours of 21st September 2020.

## KEY MANAGERIAL PERSONNEL

Key Managerial Personnel of the company are as follows

Name of the Persons	Designation
Sri Shyamlal Agarwala	Managing Director
Sri Manoj Kumar Jhajharia	Joint Managing Director
Sri M.S. Selvaraj	Chief Financial Officer
Sri K.B. Sajith	Company Secretary

## AUDIT COMMITTEE

The Audit Committee comprises of

1. Sri G.V.S. Desikan\* – Chairman (Non-Executive Independent Director)
2. Sri Dhires Jayasi – Member (Non-Executive Independent Director)
3. Sri Manoj Kumar Jhajharia – Member (Joint Managing Director)

\* Sri G.V.S Desikan – Chairman of the committee up to 16<sup>th</sup> January 2020.

The Board has implemented the suggestions made by the Audit Committee from time to time.

## EVALUATION OF BOARD OF DIRECTORS

Pursuant to the provisions of the Companies Act 2013 and Regulation 17 (10) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an evaluation of its own performance based on the specific duties, obligation and the execution of the same, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees, the performance evaluation of the Independent Directors, Chairman and Managing Director. The Board expressed its satisfaction with the execution process.

## BOARD MEETINGS:

The Board of Directors met Four times during this financial Year, on the following days:

27.05.2019	13.08.2019	11.11.2019	13.02.2020
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## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees governed under the provisions of Section 186 of the Companies Act 2013. The details of the Investments made by the Company are given in the notes to the financial statements.

## ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics. The policy has been posted in the website of the Company viz., [www.salonacotspin.com](http://www.salonacotspin.com)

As per the provision of the Sexual Harassment of Women & Workplace (Prevention, Prohibition & Redressal) Act, 2013, the company has constituted an Internal Complaints Committee. During the year 2019-20 no complaint was received by the companies.

## POLICY ON NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors have framed a policy setting out the framework for payment of remuneration to Directors, Key Managerial Personnel and Senior Management Personnel of the Company. The policy is explained as part of the Corporate Governance Report.

The Committee ensures that:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- c. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act 2013 are complied. Further no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Hence reporting in Form AOC-2 is not required. Approval of Audit Committee was obtained for transactions of repetitive nature on annual basis. All related party transactions are placed before the Audit Committee and Board of Directors for their review. The policy on Related Party transactions is available in the website [www.salonacotspin.com](http://www.salonacotspin.com)

## **SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status and the Company's operation in future.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm:

- a) that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that your Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the Profit of the Company for that period;
- c) that your Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that your Directors had prepared the annual accounts on a going concern basis.
- e) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- 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.

## **AUDITORS:**

M/s. Gopalaiyer and Subramanian, Chartered Accountants, Coimbatore was appointed as Auditors of the Company for a term of Five years pursuant to the resolution passed by the members at the Annual General Meeting held on 27th September 2017.

M/s. Gopalaiyer and Subramanian, Chartered Accountants, have consented and confirmed their eligibility and desire to continue as Statutory Auditors of the company.

**SECRETARIAL AUDIT**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company appointed Sri S.R. Baalaji, B.Com. F.C.S, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The report is annexed herewith as **Annexure - II**

**COST AUDITOR**

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, the Board of Directors, on the recommendation of Audit Committee, has appointed Sri B. Venkateswar, Cost Accountant, Coimbatore as Cost Auditor to conduct Cost Audit of the Company for the financial year 2020-21.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit which monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee and to the Chairman and Managing Director of the Company.

Based on the report of internal audit function, corrective action are taken in the respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**STATEMENT ON RISK MANAGEMENT POLICY**

Pursuant to Section 134(3) (n) of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Risk Management Committee. The Committee has developed a Risk Management Policy and implemented the same. The details of the Committee and its terms of reference are set out in the Corporate Governance report forming part of the Board's report.

At present the Company has not identified any element of risk which may be a threat for the existence of the Company.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has constituted Corporate Social Responsibility (CSR) Committee which shall recommend to the Board, the activities to be undertaken by the Company as specified in Schedule VII, recommend the amount of expenditure to be incurred on such activities and monitor the CSR Policy of the Company. The CSR Committee constituted by the Board consisted of the following Directors with effect from 13th November 2014

1. Dhiresb Jayasi - Chairman
2. Shyاملal Agarwala - Member
3. Manoj Kumar Jhahharia – Member

\* G.V.S. Desikan – Chairman up to 16<sup>th</sup> January 2020

The Company has spent the amount stipulated under the requirements of the Act. The amount spent on CSR activities during the year 2019-20 is Rs.4,55,945/-. The details of the Corporate Social Responsibility activities / expenditure is given as **Annexure III**.

### **STATUTORY DISCLOSURES**

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 on Conservation of Energy, etc., is enclosed as **Annexure IV**.

No employee of the Company was in receipt of remuneration of Rs.60.00 Lakh per annum or more and no employee of the Company employed for the part of the financial year 2020 was in receipt of remuneration of Rs. Five Lakhs per month or more.

The information required under Section 197(12) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and forming part of the Directors report for the year ended 31st March 2020 is enclosed as **Annexure V**.

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

### **INDUSTRIAL RELATIONS:**

The Industrial relations continued to remain cordial during the period and the Board places its appreciation for the services rendered by the staff and employees of the Company.

### **FINANCES:**

During the year under review, the Reserves and Surplus, stood at Rs.2675.95 Lakh (Rs.2599.34 Lakh credit balance in the previous year). The Company met all financial commitments to the Bankers on account of Term Loan and Working Capital Credit.

### **TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND**

The Company sends periodical letters to all shareholders whose dividends are unclaimed so as to ensure that they receive their rightful dues. Efforts are also made in co-ordination with the Registrar to locate the shareholders who have not claimed their dues.

During the year, the company was not required to transfer to Investor Education and Protection Fund, no amount which was due & payable and remained unclaimed for a period of seven years.

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their independence laid down in section 149(6).

**LISTING:**

The equity shares of the Company are listed and traded in National Stock Exchange of India Limited (NSE) .

The Equity Shares of the Company are permitted for trading in BSE Indonext segment – under group “S” of **Bombay Stock Exchange Limited** and subsequently withdrawn on 24<sup>th</sup> June 2014 due to exit option and de-recognition to the stock exchanges.

Members have option to hold their shares in dematerialized form through the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). **The ISIN of the Company is INE498E01010.**

**ACKNOWLEDGEMENT:**

The Directors wish to place on record their gratitude to State Bank of India, Union Bank of India, Punjab National Bank (Formerly, Oriental Bank of Commerce), and The Catholic Syrian Bank Limited for their financial assistance. Your Directors also take this opportunity to express their appreciation of the co-operation extended by the employees and the Shareholders' for their appreciation of the managements' efforts expressed at the general meetings of the Company.

The Board dedicates its prayers to invoke the blessing of Lord Vishnu, Goddess Lakshmi, Lord Shiva and Goddess Sakthi for the continued prosperity of the Company and all its stakeholders.

**FOR AND ON BEHALF OF THE BOARD**

Place: Coimbatore  
Date : 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman

**DIN : 00003055**



**ANNEXURE - I**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>st</sup> March 2020**

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	<b>L17111TZ1994PLC004797</b>
Registration Date	18 <sup>th</sup> January, 1994
Name of the Company	<b>SALONA COTSPIN LIMITED</b>
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered office and contact details	SF.No. 74/12 & 75/3, Sathy Main Road, Pungampalli Village, Sathyamangalam 638 402 Erode District, Tamil Nadu. Mobile : 95855 30133
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. SKDC Consultants Limited, Kanapathy Towers, 3 <sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore 641 006

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Textiles- Spinning of Yarn & Knitted Fabrics	13111	100%

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

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
- Not Applicable -					

## IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Sl. No.	Category of shareholders	No. of shares held at the beginning of the Year (01.04.2019)				No. of shares held at the end of the year (31.03.2020)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>PROMOTERS</b>									
(1)	<b>Indian</b>									
a)	Individual/HUF	3255456	0	3255456	61.863	3317352	0	3317352	63.039	1.176
b)	Central Govt.	0	0	0	0	0	0	0	0	0.000
c)	State Govt.(s)	0	0	0	0	0	0	0	0	0.000
d)	Bodies Corp.	0	0	0	0	0	0	0	0	0.000
e)	Banks/FI	0	0	0	0	0	0	0	0	0.000
f)	Any Other	0	0	0	0	0	0	0	0	0.000
	<b>Sub-Total (A)(1)</b>	<b>3255456</b>	<b>0</b>	<b>3235456</b>	<b>61.863</b>	<b>3317352</b>	<b>0</b>	<b>3317352</b>	<b>63.039</b>	<b>1.176</b>
(2)	<b>Foreign</b>									
a)	NRI-Individuals	0	0	0	0	0	0	0	0	0.000
b)	Other-Individuals	0	0	0	0	0	0	0	0	0.000
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0.000
d)	Banks/FI	0	0	0	0	0	0	0	0	0.000
e)	Any Other	0	0	0	0	0	0	0	0	0.000
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
	<b>Total Shareholding of Promoter(A)=(A)(1)+(A)(2)</b>	<b>3255456</b>	<b>0</b>	<b>3255456</b>	<b>61.863</b>	<b>3317352</b>	<b>0</b>	<b>3317352</b>	<b>63.039</b>	<b>1.176</b>
<b>(B)</b>	<b>Public Shareholding</b>									
(1)	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0.000
b)	Banks/FI	0	0	0	0	0	0	0	0	0.000
c)	Central Govt.	0	0	0	0	0	0	0	0	0.000
d)	State Govt.	0	0	0	0	0	0	0	0	0.000
e)	Venture Capital funds	0	0	0	0	0	0	0	0	0.000
g)	Insurance Companies	0	0	0	0	0	0	0	0	0.000
h)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0.000
i)	Others (Specify)	0	0	0	0	0	0	0	0	0.000
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>

Sl. No.	Category of shareholders	No. of shares held at the beginning of the Year (01.04.2019)				No. of shares held at the end of the year (31.03.2020)				% change during the year
		Demat	Physical	Total	Total % of Total Shares	Demat	Physical	Total	Total % of Total Shares	
<b>(2)</b>	<b>Non-Institutions</b>									
	<b>a. Bodies Corp.</b>									
	i. Indian	591072	7000	598072	11.365	585328	7000	592328	11.256	-0.109
	ii. Overseas	0	0	0	0	0	0	0	0	0.000
	<b>b. Individuals</b>									
	i. Individual shareholders holding nominal share capital up to Rs. 1 Lakh.	488216	379600	867816	16.491	487196	357000	844196	16.042	-0.449
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh.	406720	19900	426620	8.107	394309	0	394309	7.493	-0.614
	<b>c. Others (Specify)</b>									
	Directors & Relatives	10000	0	10000	0.190	10000	0	10000	0.190	0.000
	Non-Resident Indians	4912	0	4912	0.093	3852	0	3852	0.073	-0.020
	Clearing Members	5197	0	5197	0.099	4457	0	4457	0.085	-0.014
	Hindu Undivided Families	94327	0	94327	1.792	95906	0	95906	1.822	0.030
	<b>Sub-Total (B)(2)</b>	<b>1600444</b>	<b>406500</b>	<b>2006944</b>	<b>38.137</b>	<b>1581048</b>	<b>364000</b>	<b>1945048</b>	<b>36.961</b>	<b>-1.176</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1600444</b>	<b>406500</b>	<b>2006944</b>	<b>38.137</b>	<b>1581048</b>	<b>364000</b>	<b>1945048</b>	<b>36.961</b>	<b>-1.176</b>
<b>C</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>4855900</b>	<b>406500</b>	<b>5262400</b>	<b>100.00</b>	<b>4898400</b>	<b>364000</b>	<b>5262400</b>	<b>100.00</b>	<b>0.000</b>

(ii) **Shareholding of Promoters**

Sl. 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	Anshu Agarwal	10260	0.195	0	10260	0.195	0	0
2	Arun Kumar Jhajharia	314671	5.980	0	314671	5.980	0	0
3	Indu Agarwal	131100	2.491	0	192996	3.667	0	1.176
4	Kavitha Kejriwal	16001	0.304	0	16001	0.304	0	0
5	Krishna Agarwal	430901	8.188	0	430901	8.188	0	0
6	Mahesh Agarwal	259800	4.937	0	259800	4.937	0	0
7	Mahesh Agarwal (HUF)	3000	0.057	0	3000	0.057	0	0
8	Manoj Kumar Jhajharia	296188	5.628	0	296188	5.628	0	0
9	Parvathi Agarwal	14600	0.277	0	14600	0.277	0	0
10	Pista Devi Jhajharia	309403	5.880	0	309403	5.880	0	0
11	Pramod Kumar Jhajharia	297966	5.662	0	297966	5.662	0	0
12	Raghav Agarwal	108726	2.066	0	108726	2.066	0	0
13	Sabita Agarwal	211291	4.015	0	211291	4.015	0	0
14	Saloni Agarwal	118534	2.252	0	118534	2.252	0	0.000
15	Santosh Kumar Agarwal	30000	0.570	0	30000	0.570	0	0.000
16	Sheli Agarwal	211622	4.021	0	211622	4.021	0	0
17	Shyamlal Agarwala	413393	7.856	0	413393	7.856	0	0.000
18	Sunita Agarwal	20000	0.380	0	20000	0.380	0	0.000
19	Umesh Kumar Agarwal(HUF)	3000	0.057	0	3000	0.057	0	0.000
20	Umesh Kumar Agarwal	30000	0.570	0	30000	0.570	0	0.000
21	Shyamlal Agarwala (HUF)	25000	0.475	0	25000	0.475	0	0.000
	<b>Total</b>	<b>3255456</b>	<b>61.861</b>	<b>0</b>	<b>3317352</b>	<b>63.037</b>	<b>0</b>	<b>1.176</b>

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2019)		Shareholding at the end of the year (31.03.2020)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Indu Agarwal	131100	2.491		
	Transmission of shares of shares	61896		192996	3.667

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2019)		Shareholding at the end of the year (31.03.2020)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	PANSARI TEXTILES & INVESTMENTS PRIVATE	400000	7.610	400000	7.610
2	KUHELI DEALCOM PVT LTD	185000	3.516	185000	3.516
3	HARESH KASHINATH BHOBE	133455	2.536	106639	2.026
4	GANDHI HEMA TEJAS	75000	1.425	75000	1.425
5	HEMA TEJAS GANDHI	5000	0.095	5000	0.095
6	PAWAN HARESH BHOBE	2768	0.053	56872	1.081
7	RAMGOPAL AGARWAL	42000	0.798	0	0
8	RAMGOPAL AGARWAL	36300	0.690	36300	0.690
9	DINESH AGARWAL	21800	0.414	21800	0.414
10	S ASHWIN KUMAR	20000	0.380	20000	0.380
11	GANDHI CHETANKUMAR JAYANTILAL	21400	0.407	22640	0.430
12	GANDHI PARULBEN CHETANKUMAR	20000	0.380	33271	0.632

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

Sl. No.	Name of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>Shyamlal Agarwala</b>				
	At the Beginning of the Year At the end of the year	413393	7.856	413393	7.856
2	<b>Manoj Kumar Jhajharia</b>				
	At the Beginning of the Year At the end of the year	296188	5.628	296188	5.628
3	<b>Arun Kumar Jhajharia</b>				
	At the Beginning of the Year At the end of the year	314671	5.980	314671	5.980
4	<b>G.V.S. Desikan</b>				
	At the beginning of the Year At the end of the year	1000	0.019	1000	0.019
	<b>Name of the Key Managerial Personnel</b>				
1	<b>M.S. Selvaraj</b>				
	At the beginning of the Year At the end of the year	100	0.002	100	0.002

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	48,84,27,768	1,87,00,000		50,71,27,768
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	
<b>Total (i+ii+iii)</b>	<b>48,84,27,768</b>	<b>1,87,00,000</b>		<b>5,07,12,77,68</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0	0.00	0	0
Reduction	10,55,99,445	0.00	0	10,55,99,445
<b>Net Change</b>	<b>10,55,99,445</b>	<b>0.00</b>	<b>0</b>	<b>10,55,99,445</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	38,28,28,323	1,87,00,000		40,15,28,323
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
<b>Total (i+ii+iii)</b>	<b>38,28,28,323</b>	<b>1,87,00,000</b>		<b>40,15,28,323</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Shyam Lal Agarwala	Manoj Kumar Jhajharia	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2400000	1800000	4200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	199385	170538	369923
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961			
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...			
5.	Others, please specify	0	0	0
	Total (A) + (B) + (C)	2599385	1970538	4569923
	Ceiling as per the Act			

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		G.V.S. Desikan	Arun Kumar Jhajharia	Dhires Jayasi	Meena Kumari	
1.	Independent Directors					
	Fee for attending board, committee meetings Commission Others, Reimbursement of Travelling Expenses	18000		16000	8000	42000
		18000		16000	8000	42000
	Total (1)	36000		32000	16000	84000
2.	Other Non-Executive Directors					
	Fee for attending board, committee meetings Salary Others, Please specify	0	1200000	0	0	1200000
	Total (2)	0	1200000	0	0	1200000
	Total (B)=(1+2)	36000	1200000	32000	16000	1284000
	Total Managerial Remuneration					5853923
	Overall Ceiling as per the Act					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	261000	714226	975226
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	81000	117033	198033
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- Others, specify...	0	0	0
5.	Others, please specify	0	0	0
	Total (A) + (B) + (C)	342000	831259	1173259



**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)
<b>A. COMPANY</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

**FOR AND ON BEHALF OF THE BOARD**

Place: Coimbatore  
Date : 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman

**DIN : 00003055**

**ANNEXURE - II**

**SUNDARARAJAN BAALAJI, B.Com., FCS.**  
Practising Company Secretary

No. 81-82, Raju Naidu Road  
III Floor, Indian Bank Upstairs  
Sivanandha Colony, Coimbatore - 641 012.  
Phone: 0422 4519343  
Cell: 98422-06891  
E-mail : akshayasri23@gmail.com

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015]**

To,  
**The Members,**  
**M/s. SALONA COTSPIN LIMITED**  
**CIN: L17111TZ1994PLC004797**  
**SF.No.74/12 & 75/3, Sathy Road**  
**Pungampalli Village, Sathyamangalam**  
**Tamilnadu- 638 402.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Salona Cotspin 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. Salona Cotspin 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 on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliances-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 **M/s. Salona Cotspin Limited** (the Company) for the Financial Year ended on 31st March, 2020 according to the applicable 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 there under;
(iii)	The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv)	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;
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
a.	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b.	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
c.	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;
e.	The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
Vi.	The management has identified and confirmed the following laws as specifically applicable to the company:
1.	National Textile Policy, 2000
2.	The Textiles Committee Act, 1963
3.	Cotton Control Order, 1986
4.	Cotton Control (Amendment) Orders, 1987
5.	Cotton Control (Amendment) Orders, 1994
6.	Indian Standard specification for Cotton Bales
7.	Textiles (Development and Regulation) Order, 2001
8.	Essential Commodities Act 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17th April, 2003); and
9.	The Electricity Act, 2003

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

(i)	Secretarial Standards with respect to the Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
(ii)	The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and Bombay Stock exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, 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. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- b. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- c. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- d. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

**I further report that :**

Having regard to the compliance system prevailing in the Company and on the review 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 applicable.

The Compliance by the Company of applicable financial laws, like direct and indirect laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has women director.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 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 applicable laws, rules, regulations and guidelines.

**Other than the above, there were no instances of**

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

Sd.....

Name of the Company Secretary : **SUNDARARAJAN BALAAJI**FCS No. **5966**CP No. **3514**

Place : Coimbatore

Peer Review Certificate No. **774/2020**Date : 27<sup>th</sup> June, 2020UDIN : **F005966B000389140**

This report is to be read with our letter of even date which is annexed to this report.

**ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE**

To  
**The Members,**  
**M/s. SALONA COTSPIN LIMITED**  
**CIN: L17111TZ1994PLC004797**  
**SF.No.74/12 & 75/3, Sathy Road**  
**Pungampalli Village, Sathyamangalam**  
**Tamilnadu - 638 402.**

**My Secretarial Audit 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 make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the 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 report.
3. I have not verified the correctness and appropriateness of financial records and books of accountants of the company.
4. Wherever required, I have obtained the management's representations about the compliances of laws, rules and regulations and happenings of events etc.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on 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.

Sd.....

Name of the Company Secretary : **SUNDARARAJAN BALAAJI**

FCS No. **5966**

CP No. **3514**

Peer Review Certificate No. **774/2020**

UDIN : **F005966B000389140**

Place : Coimbatore  
Date : 27<sup>th</sup> June, 2020

**ANNEXURE - III****ANNUAL REPORT ON CSR****Annual Report on Corporate Social Responsibility (CSR) activities for Financial Year 2019-20**

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

CSR is sense of responsibility towards the community and environment in which we operate. It can be expresses through contribution/participation in education, Health, water management, waste management, infrastructure and eradicating hungry. The CSR activities under the policy are those covered under ambit of Schedule VII of the Companies Act 2013. The policy is available in the website of the Company [www.salonacotspin.com](http://www.salonacotspin.com).

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

- a. Dhiresh Jayasi – Chairman
- b. Shyamlal Agarwala – Member – Managing Director
- c. Manoj Kumar Jhahharia – Member – Joint Managing Director

\* G.V.S. Desikan - Chairman to 16<sup>th</sup> January 2020

3. **Average net Profit of the Company for last three financial years**

Rs.213.69 Lakh

4. **Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)**

Not applicable

5. **Details of CSR spent during the financial year**

- a. Total amount to be spent for the financial year : Not applicable
- b. Amount unspent, if any : Not applicable
- c. Manner in which the amount spent during the financial year is details below:

(Rs. in Lakh)

S.No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on Projects or programs. (2) Overheads.	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Development of Water Ponds	Rain water harvesting scheme	Desipalayam Panchayat, Sathy Taluk, Erode District.	0.26	0.26 Direct Expenditure	0.26	Direct
2	Chief Minister Public Relief Fund Tamil Nadu	Chief Minister Relief Fund	Chief Minister Public relief fund, Tamil Nadu	1.00	1.00 Direct Expenditure	1.00	Chief Minister Public Relief Fund
3	Eradicating hunger	Clause i	Coimbatore, Tamil Nadu	0.19	0.19 Direct Expenditure	0.19	Direct
4	Promoting Health care	Clause i	Coimbatore, Tamil Nadu	0.25	0.25 Direct Expenditure	0.25	Direct
5	Animal Welfare	Animal Welfare	Jhajhar, Jhunjhunu District, Rajasthan	1.21	1.21 Direct Expenditure	1.21	Direct
6	Promotion of Education	Clause ii	Coimbatore, Tamil Nadu	0.80	0.80 Direct Expenditure	0.80	Direct
7	Repair of Educational School	Infrastructure support	Erode District, Tamil Nadu	0.60	0.60 Direct Expenditure	0.60	Direct
8	Promotion of Sports	Clause vii	Coimbatore District, Tamil Nadu	0.25	0.25 Direct Expenditure	0.25	Direct
		Total		4.56	4.56	4.56	

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

**Shyamal Agarwala**  
Managing Director

**Manoj Kumar Jhajharia**  
Joint Managing Director.

**Dhires Jayasi**  
Chairman  
CSR Committee

DIN: 00003055

DIN: 00003076

DIN:06931744

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**ANNEXURE - IV****ANNEXURE TO THE DIRECTORS REPORT****FORM-A**

A Statement pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 on conservation of energy, technology absorption, foreign exchange earnings & outgoings.

**1. (A) CONSERVATION OF ENERGY:**

Efforts are being taken to reduce power consumption. Energy efficient motors are being installed in place of conventional motors. No capital Investment is contemplated for the present in view of sluggish market condition

**(B) TECHNOLOGY ABSORPTION:**

A sum of Rs.15,000/- has been paid as membership subscription to South Indian Textile Research Association that is undertaking Research and Development in the field of textiles on behalf of its members. Production and quality norms have been established in the past and further Research and Development programs are being undertaken by SITRA. Total expenditure in Research and Development as percentage of income is negligible.

**2. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019
<b>EARNED</b>	Rs. In Lakh	Rs. In Lakh
Total Foreign exchange earned:- F.O.B. Value of Exports of Finished and Traded goods	6841.36	7998.54
<b>USED</b>		
Remittance in Foreign exchange: Purchase of Capital goods, Raw materials, Spares, Commission on Exports and interest on foreign currency loan	701.35	1039.40

**BY ORDER OF THE BOARD**

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman  
DIN : 00003055



## ANNEXURE V

Particulars of Remuneration of Directors and Employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

- (i) **The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2019-20.**

(Rs. in Lakh)

Sl.No.	Name of Directors	Designation	Remuneration	Ratio of Directors remuneration to Median remuneration	% increase in the remuneration
<b>I</b>	<b>Executive Directors</b>				
1	Shyamlal Agarwala	Chief Executive Officer	25.99	7.29:1	(8.16)%
2	Manoj Kumar Jhajharia	Joint Managing Director	19.71	5.52:1	(0.76)%
3	Arun Kumar Jhajharia	Director	12.00	3.36:1	0.00%
<b>II</b>	<b>Non-Executive Independent Directors</b>				
	G.V.S. Desikan	Independent Director	0.18	0.05:1	(25)%
	Dhires Jayasi	Independent Director	0.16	0.04:1	0.00%
	Meena Kumari	Independent Director	0.08	0.02:1	0.00%
<b>III</b>	<b>Key Managerial Personnel</b>				
1	M.S. Selvaraj	Chief Financial Officer	8.31	2.33:1	14.80%
2	K.B.Sajith	Company Secretary	3.42	0.96:1	6.43%

(a)	Percentage increase in the median remuneration of employees in the Financial year 2019-20	-7.98%
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(b)	Number of permanent employees on the rolls of the Company as on 31st March 2020	237
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(c)	Explanation on the relationship between average increase in remuneration and the company performance
	The relationship between average increase in remuneration and the company performance is negligible and could not be compared

- (ii) **Comparison of the remuneration of the Key Managerial Personnel (KMP) against the Performance of the Company**

KMP's remuneration 2019-20 (₹ in lakh)	% increase / (Decrease) in KMP's remuneration (2019-20 against 2018-19)	Sales 2019-20 (₹ in lakh)	% increase in sales (2019-20 against 2018-19)
57.43	(1.71)%	11984.79	8.80%

- (iii) **Variation in Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:**

Particulars	As on 31.3.2019	As on 31.3.2020	Variations	%
Market Capitalization (crores)	32.67	19.34	(13.33)	(40.81)
Price Earnings Ratio	20.03	16.48	(3.55)	(17.72)

Market quotation of the shares as on 31.3.2020 (NSE)	Rs.36.75 Per share of face value Rs.10/-per share
Market quotation of the shares as on 31.3.2020 (BSE)	Rs.37.05 Per share of face value Rs.10/- per share
Market quotations of the shares when the Company came out with the last public offer	Nil
Percentage increase/decrease over in the market quotations of the Company	

- (iv) **Average percentile increase already made in the salaries of Employees other than Managerial Personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

The average percentile increase (Decrease) granted to employees other than managerial personnel is (8.83)%

The percentile increase (Decrease) granted to managerial personnel is (4.08)%

- (v) **Comparison of each remuneration of the Key Managerial Personnel against performance of the Company**

KMP's name and designation	CTC for 2019-20 (` in lakhs)	% Increase/ (Decrease) in CTC (2019-20 against 2018-19)	Sales for 2019-20 (` in lakhs)	% increase in sales (2019-20 against 2018-19)
Shyamlal Agarwala Managing Director	25.99	(8.16)%	11984.79	(8.80)%
Manoj Kumar Jhaharia Joint Managing Director	19.71	(0.76)%		
M.S. Selvaraj Chief Financial Officer	8.31	14.80%		
K.B. Sajith Company Secretary	3.42	6.43%		

- (vi) **The Key parameter for any variable component of remuneration availed by the Directors**

The company does not pay any remuneration to the non-executive directors, as they are paid only sitting fee for attending the meetings. With respect to executive directors, variable component is not paid.

- (vii) **Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year**

- Not applicable -

- (viii) The Board of Directors of the Company affirm that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the remuneration policy approved by the Board of Directors of the Company.

**FOR AND ON BEHALF OF THE BOARD**

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman  
DIN : 00003055

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **Industry Structure and Developments:**

The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world. The textiles industry is also labour intensive and employs large number of persons. The fundamental strength of the textile industry in India is its strong production base of wide range of natural fibers like cotton.

The Textile Industry is a major export earner for the country by export of cotton yarn and value added products like fabrics and garments. The revival of economy in the overseas market will add stimulus to the Industry. The Industry depends upon availability of cotton at a stable price. The Management continues to upgrade the quality of yarn produced to ensure competitive advantage in marketing its products more through exports and sustain profitability.

### **Opportunities and Threats:**

#### **Opportunities:**

- i. The Post COVID-19 international trade is expected to undergo a major change. This will provide better opportunities to India to improve its exports.
- ii. This year also normal monsoon is predicted. With higher carry-over stocks of cotton in view of lower consumption, the prices are expected to be reasonable throughout the year.
- iii. The recent announcement of Rs.20 Lakh Crores stimulus package by the Government of India for reviving the economy, will provide a boost for both the urban and rural consumption.

#### **Threats:**

- i. The dislocation of workers due to COVID-19 will pose a threat of shortage of manpower.
- iii. Lower utilisation levels due to the lock down and phased relaxations are also expected to affect the performance during the current year.

**Product-wise performance:** The Company's main product range continues to be Cotton Yarn, Knitted fabrics and Garments catering to the needs of Hosiery/Knitted Garment Industries. The company continues to pursue a policy of constant up-gradation of quality of yarn and fabric produced.

**Outlook:**The Government has imposed a nationwide lockdown to control COVID-19 from March 24, 2020 onwards. This has impacted the economic activities substantially. Only from 5<sup>th</sup> May, 2020 some relaxations have been announced. Your company has commenced operations from 6<sup>th</sup> May, 2020 with minimum work

force. It is expected that it will take some more time to achieve normal operations. These disruptions will certainly affect the performance during the current year. Due to competitiveness at all levels, it is necessary to implement consolidation strategies such as cost reduction measures, improving productivity and exploring new markets, maintaining high quality and these measures are under way as ongoing process.

**Risks and Concerns:** The entire world is down with unprecedented lock down for a prolonged period and the economic impact of which will affect the international trade severely. The financial liquidity is very low. This is going to affect the businesses substantially. Though banks may be liberal in sanctioning loans but higher interest cost will affect the margin. The key raw material for our industry is cotton and major area under cotton cultivation is rain-fed and hence it is dependent on vagaries of monsoon. Price fluctuation is high in both domestic and import cotton. Any disruption in the supply and / or violent changes in the cost structure would affect the profitability of the company. Power also plays a major role in cost structure.

**Internal Control system and their adequacy:** The Company has proper and adequate systems of internal controls commensurate with its size and nature of its business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition. These systems also ensure that all transactions are authorized, recorded and reported correctly. A strong system of internal audit and effective and comprehensive reviews by the Audit Committee of the Board have strengthened the internal controls within the organization. The Company has a well-defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

**The Company's Financial Performance & Analysis:** The Company earned post tax Profit of Rs 117.35 Lakh (Previous year Rs.163.04 Lakh) after providing for current Income Tax and deferred Tax. The Financial performances of the company are explained in detail in the Directors report to Shareholders.

**Human Resources/Industrial relations:** The efforts of the staff and management are on imparting continuous training to improve overall working practices; Industrial relations are cordial and satisfactory.

**Cautionary Statement:** Certain Statements in this report on Management Discussion may be forward looking statements and which have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged

**BY ORDER OF THE BOARD**

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman  
DIN : 00003055

## REPORT ON CORPORATE GOVERNANCE

(Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### 1. COMPANY'S PHILOSOPHY WITH RESPECT TO CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance envisages the endeavour to attain high levels of transparency, accountability, fairness and equity in all its facts of operation, to serve the best interest of all the stake holders in the Company, including Shareholders, Lenders, Employees and the Government.

### 2. BOARD OF DIRECTORS

#### A) Composition of the Board

The Board of Directors comprises of 6 (Six) Directors viz., one Chairman cum Managing Director, one Joint Managing Director, One Executive Director whom represent Promoters; of the remaining Three are Non-Executive Independent Directors, who bring in a wide range of skills and experience to the Board and has no business relationship with the Company. The number of independent directors is Two-Third of the total number of Directors. It also ensures a balanced combination of Executive and Non-Executive Directors. The number of Independent Directors on the Board is in conformity with the requirement of Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A formal letter of appointment has been issued and a copy of the same is posted in website of the Company viz., [www.salonacotspin.com](http://www.salonacotspin.com).

#### B) Familiarisation Programme

At the time of appointment of Directors a formal letter of appointment is issued, which set out roles, functions, duties and responsibilities of him. The Directors also explained the relevant regulations. The appointments are also provided with necessary information for him to understand the Company's operations, products and events relating to the Company.

#### C) Ceiling of Directorship/Committee position

None of the Directors of the Company's Board is a member of more than ten committees and Chairman of more than five committees across all companies in which he is a Director. The necessary disclosures regarding committee positions have been made by the Directors.

#### D) Board Meeting and General Meeting:

The Board met 4 (Four) times during the financial year on the dates mentioned below:

27.05.2019	13.08.2019	11.11.2019	13.02.2020
------------	------------	------------	------------

The Annual General Meeting for last year was held on 12<sup>th</sup> September 2019. The gap between two meetings of the board did not exceed four months.

The attendance record of the each Director at the Board Meetings and at the last Annual General Meeting is given below:

Directors Name	No. of Board Meeting attended	Last AGM Attended Yes / No	No. of Director-ship held in other Companies	No of Board Committee Member-ships held in Other Companies	
				As Chairman	As Member
Sri Shyamlal Agarwala Managing Director	4	Yes	1	1	1
Sri Manoj Kumar Jhajharia Joint Managing Director	4	Yes	1	Nil	2
Sri.Arun Kumar Jhajharia	4	Yes	2	Nil	Nil
Sri G. V. S. Desikan	3	Yes	2	2	2
Sri Dhiresb Jayasi	4	Yes	Nil	Nil	Nil
Smt. Meenakumari	4	Yes	Nil	Nil	Nil

\*G.V.S. Desikan – Chairman up to 16<sup>th</sup> January 2020

No Extra Ordinary General Meeting held during the year.

#### E) Committees of Board:

The Board of Directors and its Committees meet at periodic intervals. Policy formulation, setting up of goals and evaluation of performance and control function vest with the Board. The Board has constituted six committees, namely, Audit Committee, Nomination and Remuneration Committee, Share Transfer Committee, Corporate Social responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee.

### 3. AUDIT COMMITTEE:

#### A) Composition, Names of members and Chairperson:

The Audit Committee members are, Sri Dhiresb Jayasi, Smt. S.Meenakumari and Sri Manoj Kumar Jhajharia.

The role of the Audit Committee is to review the internal control procedures, internal audit system, financial reporting process, accounting policies and annual statements before submission to the Board and other related aspects as per the guidelines of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Two of the members are Non-Executive and Independent Directors. Sri Dhiresb Jayasi, Non-Executive Independent Director, is the Chairman of the Committee and has good financial and accounting knowledge.

The Audit Committee met four times during the year under review, on the following dates:

27.05.2019	13.08.2019	11.11.2019	13.02.2020
------------	------------	------------	------------

\*G.V.S. Desikan – Chairman up to 16<sup>th</sup> January 2020

A) Brief description of the terms of reference:

The terms of reference include all the terms stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia include the following:

- (1) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (2) Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (4) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Sec.134 of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements.
  - (f) Disclosure of any related party transactions.
  - (g) Qualifications in the draft audit report.
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- (6) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- (7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (8) Discussion with internal auditors any significant findings and follow up thereon.
- (9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (10) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (11) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Board of Directors have constituted a nomination and remuneration committee to suggest suitable remuneration package payable to managerial and non-managerial personnel from time to time. The following directors are the member of the committee:

- |                          |   |          |
|--------------------------|---|----------|
| 1. Sri Dhires Jayasi     | - | Chairman |
| 2. Smt. S.Meenakumari    | - | Member   |
| 3. Sri Shyamlal Agarwala | - | Member   |

### Remuneration Policy

The Nomination and Remuneration Committee has adopted a charter which, inter alia, deals with the manner of selection of Board of Directors/Key Managerial Personnel's/Senior Managerial Personnel's. The Policy is accordingly derived from the said Charter. The Policy on remuneration is available in the following web link: [www.salonacotspin.com](http://www.salonacotspin.com)

### Evaluation Criteria

The evaluation/assessment of Directors, Key Managerial personnel and Senior Managerial personnel of the Company is conducted on an annual basis. The followings are the criteria in determining the effectiveness of the performances of the Directors, Key Managerial personnel and Senior Managerial personnel.

1. Leadership abilities
2. Contribution to clearly defined corporate objectives and plans
3. Review of achievement of strategic and operational plans, objectives, budgets
4. Regular monitoring of corporate results against projections
5. Identify, monitor and mitigate significant corporate risks
6. Assess Policies, structures and procedures
7. Direct, monitor and evaluate KMPs, SMPs
8. Review man agreement's succession plan
9. Clearly defining roles and monitoring activities of committees
10. Review of Corporate's ethical conduct

Evaluation on the above parameters will be conducted by the independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the independent Directors.

The Chairman/Vice Chairman and Managing Director/Non-Independent Directors along with the independent Directors will evaluate/assess each of the Independent Directors on the above parameters. The Independent Director being evaluated will not participate the evaluation discussion.

The Nomination and Remuneration Committee shall consider the following attributes/Criteria whilst recommending to the Board the candidature for appointment as Director:

1. Qualification
2. Experience
3. Skills and
4. Abilities and Attributes

The details of remuneration paid to Managing Director and Executive Director are as follows:

Name of the Directors	Relationship with other Director	Business relationship with the company if any	Remuneration paid / Payable during 2019-2020 (Rs.)		
			Salary & Perquisites	Commission	Total
i. Shyamlal Agarwala, Managing Director	Father of Joint Managing Director and Director	Promoter	25,99,385	Nil	25,99,385
ii. Manoj Kumar Jhajharia, Joint Managing Director	Son of Managing Director	Promoter	19,70,538	Nil	19,70,538
iii. Arun Kumar Jhajharia Director	Son of Managing Director	Director	12,00,000	Nil	12,00,000

Sri Shyamlal Agarwala and Sri Manoj Kumar Jhajharia & Arunkumar Jhajharia are related to each other as father and son.



Remuneration paid to Directors:

All the Non-Executive Directors are paid sitting fee of Rs. 2000/- for each Board Meeting attended by them. The member of Audit Committee are also paid a sitting fee of Rs.2000/- for each committee meeting attended by them.

Sl No.	Name of the Director	Position	Sitting Fees
1.	Sri G.V.S.Desikan	Non-Executive Independent	Rs.18,000
2.	Sri Dhires Jayasi	Non-Executive Independent	Rs.16,000
3.	Smt Meenakumari	Non-Executive Independent	Rs.8,000

\*G.V.S. Desikan – Chairman up to 16<sup>th</sup> January 2020

### Meeting of Independent Directors

During the year under review the Independent Directors met on 9<sup>th</sup> March, 2020 for the following purposes:

- Ø Evaluation of performance of non-Independent Directors and the Board as a whole
- Ø Evaluation of performance of the Chairman, Executive Director of the Company
- Ø Evaluation of quality and flow information to the Board

All the Independent Directors were present at the meeting.

### 5. RELATED PARTY TRANSACTIONS

The Company has adopted policy on dealing with Related Parties. The same is disclosed in the website of the Company and is available in the following web link [www.salonacotspin.com](http://www.salonacotspin.com)

### 6. WHISTLE BLOWER MECHANISM

The Company has a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics, if any. The policy has been posted in the website of the Company viz., [www.salonacotspin.com](http://www.salonacotspin.com).

### 7. SHAREHOLDING OF NON EXECUTIVE DIRECTORS AS ON 31.03.2019

Name of the Director	No. of Shares held
G.V.S. Desikan	1,000

### 8. THE STAKEHOLDERS RELATIONSHIP COMMITTEE

The role is to redress the grievances of shareholders complaints for transfer / transmission of shares; complaints of shareholders are attended without delay and are dealt within a month's time.

The members of the Committee are Sri Shyamlal Agarwala, Sri Manoj Kumar Jhajharia and Sri G.V.S. Desikan.

The Chairman of the Committee is Sri G.V.S. Desikan. The Committee met four times during the year under review as under:

27.05.2019	13.08.2019	11.11.2019	13.02.2020
------------	------------	------------	------------

\*G.V.S. Desikan – Chairman up to 16<sup>th</sup> January 2020

**NO OF COMPLAINTS RECEIVED FROM SHAREHOLDERS DURING THE FINANCIAL YEAR:**

- a. Number of Complaints received from Shareholders : Nil
- b. Number of Complaints not solved : Nil
- c. Number of pending Transfers : Nil
- d. Compliance Officer : Sri. Manoj Kumar Jhajharia  
Joint Managing Director

**9. CODE OF CONDUCT**

The Board of Directors has adopted a Code of Conduct and Ethics (“the Code”) to help ensure compliance with the legal requirements and standards of business conduct. The purpose of the Code is to deter wrong doing and promote ethical conduct.

The Code applies to all Directors and members of Senior Management of the Company. All Board Members and personnel of the Senior Management of the company have affirmed compliance with the Code. A declaration to this effect, signed by the Managing Directors is annexed. The Company has posted the code in its website.

**10. INSIDER TRADING**

In compliance with SEBI Regulations for prevention of insider trading the Company has framed a comprehensive code of conduct for its management staff. The code lays down guidelines and procedures to be followed and disclosures to be made by the management staff while dealing with the shares of the Company.

**11. SECRETARIAL AUDIT**

A Secretarial Audit was carried out pursuant to Section 204 (1) of the Companies Act 2013 by Sri S.R. Baalaji, B.Com. F.C.S., for the year ended 31.03.2020 and the Secretarial Audit Report forms part of the Annual Report.

**12. ANNUAL GENERAL MEETINGS:**

- a) Particulars of past three Annual General Meeting:

A.G.M	YEAR	VENUE	DATE	TIME
23 <sup>rd</sup>	2017	Registered Office at Pungampalli	27.09.2017	04.00PM
24 <sup>th</sup>	2018	Registered Office at Pungampalli	24.09.2018	10.00AM
25 <sup>th</sup>	2019	Registered Office at Pungampalli	12.09.2019	10.30AM

- b) Details of Special resolution passed during the last 3 AGMs

A.G.M	DATE	YEAR	DETAILS
23 <sup>rd</sup>	27.09.2017	2017	NIL
24 <sup>th</sup>	24.09.2018	2018	Reappoint Mr. Arun Kumar Jhajharia as director of the company
25 <sup>th</sup>	12.09.2019	2019	Re-appointment of Sri G.V.S. Desikan (DIN: 00050597) as an Independent Director, Re-appointment of Sri Dhires Jayasi (DIN: 06931744) as an Independent Director

c) E-voting:

In pursuance of the Listing agreement E-Voting, Postal voting facilities and voting at the AGM were extended to all the shareholders of the Company to facilitate voting on the Subjects/Resolutions contained in the 26<sup>th</sup> Annual General Meeting Notice. To conduct the voting procedure in a fair and transparent manner, a Scrutinizer was appointed. Accordingly the Scrutinizer conducted the voting process and submitted his report on the voting polled, to Chairman of the Company. As per the said Report, the results of the voting on the Subjects/Resolutions, contained in the Agenda of the meeting were announced; Besides Reports were forwarded to the Stock Exchanges. It was also uploaded along with the scrutinizers report, in our website. Entire Resolutions contained in the said agenda were passed.

**13. DISCLOSURES:**

- a. During the year, there were no transactions of material nature, with its Promoters, the Directors and the Management, their relatives or subsidiaries etc. that may have potential conflict with the interests of the Company at large.
- b. The Audit Committee is periodically briefed of related party transactions entered into by the company in the ordinary course of business.
- c. The senior management has made disclosures to the Board relating to all material financial and commercial transactions stating that they did not have personal interest that may have a potential conflict with the interest of the company at large.
- d. There were no instances of non-compliance, penalties and strictures imposed on the Company by the Stock exchanges or SEBI or any Statutory Authority, on any matter related to capital markets during the last three years.
- e. The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing the Financial Statements.
- f. Managing Director and CFO have certified to the Board in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to CEO / CFO certification for the financial year ended 31st March 2020.
- g. Company has obtained a Certificate from Sri. S.R. Baalaji, Practising Company Secretary that all the directors are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI or Ministry of Corporate Affairs or any other authority. Certificate is annexed as Annexure.
- h. Board of Directors has accepted all the recommendation of the Committees during 2019-20.
- i. Total fee for all the services, on consolidated basis, to statutory auditor and all entities in network firm/network entity of which the statutory auditor is a part is Rs. 1.44 Lakh.
- j. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
  - a. number of complaints filed during the financial year - Nil
  - b. number of complaints disposed of during the financial year - Nil
  - c. number of complaints pending as on end of the financial year - Nil
- k. The Company has complied with all the requirements as specified in sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the Corporate Governance report to the extent applicable.
- l. The Company has not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- m. The Company has complied with all the requirements as specified in Regulation 17 to 27 and has disseminated all the details in the website of the Company as per clauses (b) to (i) of 46 (2) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### 14. NOMINATION FACILITY

The Company is accepting nomination forms from shareholders in the prescribed Form No.2B. Any shareholder, who is desirous of making a nomination, is requested to contact the share department at the registered office of the company or the Registrar and Share Transfer Agents. Nomination is only optional and can be cancelled or varied by the shareholder at any time.

#### 15. MEANS OF COMMUNICATION:

- a. The Quarterly / Half yearly unaudited financial results and the annual audited financial results together with the relative notices are published in Newspapers, both in English and in Vernacular Language (Tamil) and the immediate transmission of data's are also made to Stock Exchanges as per the listing Agreement.
- b. The printed Annual Report containing, inter alia, Audited Annual Accounts, Director's Report, Auditor's Report, the Management Discussion and Analysis report, which forms part of the Annual Report and Cash flow Statements etc., are being e-mailed to individual shareholders.
- c. The financial results are also accessible on the Company's website [www.salonacotspin.com](http://www.salonacotspin.com)

#### 16. GENERAL SHAREHOLDERS INFORMATION:

- (i) Annual General Meeting:

The Twenty Sixth Annual General Meeting of the Company will be held on Monday, the 21st September 2020 at 10.30 A.M, through Video Conferencing/Other Audio Visual Means.

- (ii) Name of the Compliance Officer : Sri. K.B. Sajith,  
Company Secretary

- (iii) Financial Year : 12 months ending 31.03.2020

Date of Book Closure: 15.09.2020 to 21.09.2020 (Both days inclusive)

The Register of Members and Share Transfer Books of the Company will remain closed from 15.09.2020 to 21.09.2020 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend.

- (iv) Financial Calendar (Tentative):

1	Publication of unaudited financial results for the quarter ended 30.6.2020	2 <sup>nd</sup> Week of August 2020
2	Publication of unaudited financial results for the quarter ended 30.9.2020	2 <sup>nd</sup> Week of November 2020
3	Publication of unaudited financial results for the quarter ended 31.12.2020	2 <sup>nd</sup> Week of February 2021
4	Publication of audited financial results for the quarter ended 31.3.2021	Last week of May 2021
5	Annual General Meeting	September 2021

The Company's shares are listed in National Stock Exchange and Calcutta Stock Exchanges (Applied for Voluntary Delisting from Calcutta Stock Exchange). The Company's shares are permitted for Trading in BSE Indonext segment of Bombay Stock Exchange Limited with effect from 5<sup>th</sup> July, 2006 and subsequently withdrawn on 24<sup>th</sup> June 2014 due to exit option and de-recognition to the stock exchanges. As per the Strategic agreement/ arrangement made by the Madras Stock Exchange Limited, the NSE has admitted the Securities of our Company to dealings on the **National Stock Exchange** (Capital Market Segment) with effect from 9<sup>th</sup> August, 2010 and this agreement discontinued due to de-recognition of Madras Stock exchange on 21<sup>st</sup> November 2014. The Company shall comply the SEBI Circular dated 17.04.2015 within the prescribed time period.

(v) Market Price data:

Month	Salona Cotspin Limited	
	High	Low
April 2019	106.75	64.60
May 2019	105.75	82.05
June 2019	96.95	79.50
July 2019	97.30	68.30
August 2019	93.50	64.50
September 2019	84.50	70.00
October 2019	82.50	60.30
November 2019	78.45	62.50
December 2019	74.50	61.20
January 2020	86.00	55.80
February 2020	86.00	58.50
March 2020	64.80	33.60

(vi) The Company has appointed Registrars & Share Transfer Agents for physical and Demat segment. The Name and Address is given below:

M/s. S K D C Consultants Limited  
 Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,  
 Ganapathy, Coimbatore – 641 006  
 Phone No: 0422-6549995  
 Fax No: 0422-2539837  
 e mail – info@skdc-consultants.com  
 Contact person: Mr. Marimuthu, Manager

(vii) Share Transfer Systems:

All transfers received are processed by the Registrars and Share transfer agents and are approved by the Share Transfer Committee. Share transfers are registered and returned to the shareholders within the stipulated time if the documents are in order.

Pursuant to Regulation 40(9) of SEBI LODR Regulation 2015, certificates, on half yearly basis, have been issued by a Company Secretary in practice for due compliance of share transfer formalities by the Company.

Pursuant to SEBI (Depositories and Participant's) Regulations 1996, certificates have also been received from a Company Secretary in Practice for timely dematerialization of shares of the company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the company.

(viii) Dematerialisation of shares:

As on 31.03.2020, 4898400 shares constituting 93.08 % of the total paid up Share Capital of the Company have been dematerialized with CDSL and NSDL.

## (ix) Distribution of Shareholding :

No of Shares held	No of Share-holders	% of Share-holders	No of Shares	% of Share-holding
1 - 500	1564	78.44	296492	5.63
501 - 1000	234	11.74	212139	4.03
1001 - 2000	99	4.96	159542	3.03
2001 - 3000	33	1.65	89790	1.71
3001 - 4000	14	0.70	49756	0.95
4001 - 5000	6	0.30	28220	0.54
5001 - 10000	8	0.40	60100	1.14
10001 AND ABOVE	36	1.81	4366361	82.97
<b>Total</b>	<b>1994</b>	<b>100.00</b>	<b>5262400</b>	<b>100.00</b>

## (x) Category –wise distribution of Shareholding :

Sl.No.	Category	No of Shares	Percentage
	Promoter's Holding		
1.	Promoters	3317352	63.039
	<b>Sub Total</b>	<b>3317352</b>	<b>63.039</b>
2.	Non Promoters Holding Banks, Financial Institutions, Insurance Companies.	0	0.00
	<b>Others</b>	-	-
3.	Private Corporate Bodies	592328	11.256
4	Individual shareholders holding nominal share capital up to Rs. 1 Lakh.	844196	16.042
5	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh.	394309	7.493
6	Directors and relatives	10000	0.190
7	NRI	3852	0.073
8	Clearing members	4457	0.085
9	HUF	95906	1.822
	<b>Total</b>	<b>5262400</b>	<b>100.000</b>

## (i) Company Plants:

The Company's plant (Textile Mill) is located at SF No.74/12 and 75/3, Sathy Main Road, Pungampalli Village, Valipalayam (Post), Sathy TK, Erode District.

Wind Mills : Panakudi Village, Radhapuram Taluk.  
Sinjuvadi Village, Pollachi Taluk  
Vadambacherri Village, Palladam Taluk  
Kozhumankondan Village, Palani Taluk

## (ii) Address for Correspondence:

Administrative Office: 9, Ramalinga Nagar, IV Cross  
Saibaba Colony. Coimbatore 641 011 TamilNadu

**BY ORDER OF THE BOARD**

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman  
DIN : 00003055

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

To  
The Members of  
M/s. Salona Cotspin Limited,  
SF No.74/12 & 75/13, Sathy Road,  
Pungampalli Village,  
Sathyamangalam - 638 402.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Salona Costspin Limited having CIN: L17111TZ1994PLC004797 and having registered office at SF No.74/12 & 75/13, Sathy Road, Pungampalli Village, Sathyamangalam - 638 402 (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 and its officers. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 has 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.

S.No.	Name of the Director	DIN	Date of appointment in Company
1	Mr. Shyamlal Agarwala	00003055	18-01-1997
2	Mr. Manojkumar Jhajharia	00003076	26-09-1998
3	Mr. Arunkumar Jhajharia	00003086	12-02-2018
4	Mr. Dhiresb Jayasi	06931744	25-07-2014
5	Mrs. Meenakumari Shanmugam	07143889	30-03-2015

Note : Srikrishnadesikan (DIN : 00050597) independent director passed away on 16<sup>th</sup> January, 2020.

Ensuring the eligibility of 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 our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Coimbatore  
Date : 27<sup>th</sup> June, 2020

Name of the Company Secretary in Practice : SUNDARARAJAN BAALAJI  
F.C.S.: 5966; C.P. No. 3514  
UDIN : F005966B000388810

**INDEPENDENT AUDITOR'S REPORT**

To

The Members of **SALONA COTSPIN LIMITED**, Coimbatore ("the company")  
Report on the Audit of the Financial Statements

**Opinion**

We have audited the financial statements of Salona Cotspin Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

**Basis for Opinion :**

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In our opinion and based on the information and explanations given to us, there are no other key audit matters to be communicated in our report, other than those more fully described in the Emphasis of Matters paragraph of our report which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management.

**Principal Audit Procedures**

- We assessed the Company's process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results for the year under consideration.
- As part of the evaluation of whether sufficient appropriate audit evidence has been obtained, we have evaluated the appropriateness of our initial risk assessments and revises previous risk assessments in light of the COVID-19 crisis for certain financial statement areas, including disclosures.



- We have considered the impact on the processes and controls that may be affected by necessary changes to business processes in light of circumstances such as travel restrictions, or as a result of remote working arrangements.
- We have designed, performed new procedures and modified previously planned audit procedures as a result of the necessity for carrying out the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures.
- We have audited the management's estimates required in the financial statements, including, but not limited to, estimates related to expected credit loss, inventory obsolescence, impairment analyses by checking the reasonableness of underlying assumptions in making those key estimates. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates
- We have considered the basis of management judgment in determining impact on the financial statements of any subsequent events related to the COVID-19 pandemic, taking into consideration the date of the financial statements, the facts and circumstances pertaining to the entity, and the conditions that existed at, or arose after, that date. As the impacts of the COVID-19 outbreak continue to evolve, including regulatory restrictions/ conditions, capturing events that relate specifically to conditions that existed at the date of the financial statements, or after the date of the financial statements, we have considered all subsequent events and transactions to substantiate our conclusions on the appropriateness of management's assessment of the Covid'19 impact.
- We have carried out a detailed analysis of data and performed additional analytical procedures for validating the management's assessment of impact due to covid'19 related uncertainties
- We have considered management's adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.

### **Emphasis of Matter**

As more specifically explained in **Point No.19** to the financial statements, the Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of this matter.

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

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

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

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

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

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

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

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- 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.

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

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

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

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

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

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31,2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **GOPAL AIYER AND SUBRAMANIAN**

Chartered Accountants  
(Firm registration No.: 000960S)

**CA.R.MAHADEVAN**

Partner

Membership No.027497

UDIN :20027497AAAAEB4372

Place : Coimbatore  
Date: 25<sup>th</sup> June, 2020

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **SALONA COTSPIN LIMITED** of even date)

1. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, no physical verification has been carried on by the management during the year. Accordingly, we were unable to comment on whether any material discrepancies were noticed on such verification and whether they are properly dealt with in the financial statements.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the same.
7. In respect of statutory dues:
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods

and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
- 8 In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. 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 section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14 According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
- 15 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 them. Accordingly, paragraph 3(xv) of the order is not applicable.
- 16 According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **GOPAL AIYER AND SUBRAMANIAN**  
Chartered Accountants  
(Firm registration No.: 000960S)

**CA.R.MAHADEVAN**  
Partner  
(Membership No.027497)

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Salona Cotspin Limited of even date)

### **Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **SALONA COTSPIN LIMITED** (“the Company”) as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ responsibility**

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

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

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

**Meaning of internal financial controls over financial reporting**

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

**Limitations of internal financial controls over financial reporting**

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

**Opinion**

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

For **GOPAL AIYER AND SUBRAMANIAN**

Chartered Accountants  
(Firm registration number: 000960S)

**CA.R.MAHADEVAN**

Partner

(Membership No.027497)

Place: Coimbatore

Date: 25<sup>th</sup> June, 2020



**CORPORATE GOVERNANCE- NON MANDATORY REQUIREMENTS – EXTENT ADOPTED**

1.	<p>The Board – A Non-executive Chairman may be entitled to maintain a Chairman’s Office at the Company’s expense and also allowed reimbursement of expenses incurred in performance of his duties</p> <p>Independent Directors may have tenure not exceeding , in aggregate , a period of nine years, on the Board of a Company</p> <p>The Company may ensure that the person who is being appointed as an independent director has the requisite qualification and experience which would be of use to the Company and which, in the opinion of the Company, would enable him to contribute effectively to the Company in his capacity as an independent director.</p>	<p>Does not arise as the Chairman of the Board is an Executive Chairman</p> <p>Tenure of Five years has been fixed for independent Directors.</p> <p>This is ensured.</p>
2.	Remuneration Committee	Please refer to Serial No.4 of Report on Corporate Governance
3.	Shareholders Rights – The half-yearly declaration of financial performance including summary of the significant events in last six months, may be sent to each household of shareholders	As the Company’s half yearly results are published in leading English newspapers having circulation all over India and in Tamil newspapers and also in the SEBI website, the same are not sent to the shareholders of the Company. There is no publication of second half-yearly result as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report.
4.	Audit qualifications – Company may move towards a regime of unqualified financial statements	Nil
5.	Training of Board Members – The Company may train its Board Members in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as directors and the best ways to discharge them	At present, the Company does not have any such training program for Directors.
6.	Mechanism for evaluating non-executive Board – Members – The performance evaluation of non-executive Directors could be done by a Peer Group comprising the entire Board of Directors, excluding the Director being evaluated; and Peer Group evaluation could be the mechanism to determine whether to extend / continue the terms of appointment of non –executive directors	At present, the Company does not have any such mechanism for evaluating the performance of Non-Executive Board Members.
7.	Whistle Blower Policy	The Company has a whistle Blower Policy.

**BY ORDER OF THE BOARD**

Place : COIMBATORE

Date: 25<sup>th</sup> June, 2020

**SHYAMLAL AGARWALA**  
Chairman.

**DIN: 00003055**

**CODE OF CONDUCT - DECLARATION**

In compliance with the requirements of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, I declare that the Board of Directors and Members of Senior Management have affirmed the compliance with the code of conduct during the financial year ended 31.03.2020.

Place: Coimbatore  
Date: 25<sup>th</sup> June, 2020

**For SALONA COTSPIN LIMITED**  
**SHYAMLAL AGARWALA**  
Chairman  
**DIN: 00003055**

## CEO AND CFO CERTIFICATION

### To the Board of Directors of SALONA COTSPIN LIMITED

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements for the year ended 31<sup>st</sup> March 2020 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2019-20, which are fraudulent, illegal or violation of the Company's code of conduct
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have not observed any deficiencies in the design or operation of internal controls; and
- (d) We have indicated to the Auditors and the Audit Committee that there are:-
  - (i) no significant changes in the internal control during the year
  - (ii) no significant changes in accounting policies during the year; and
  - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system have been observed.

COIMBATORE  
Date: 25<sup>th</sup> June, 2020

SHYAMLAL AGARWALA  
Managing Director (CEO)  
**DIN: 00003055**

M.S. SELVARAJ  
General Manager-Accounts (CFO)

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Members,  
Salona Cotspin Limited,  
SF No.74/12 & 75/3, Sathy Road,  
Pungampalli Village,  
Sathyamangalam – 638 402.

1. We, Gopalaiyer and Subramanian, Chartered Accountants, the Statutory Auditors of Salona Cotspin Limited (“the company”) have examined the compliance of conditions of Corporate Governance by the company, for the year ended on 31<sup>st</sup> March 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”).

**Management’s Responsibility**

2. The Compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditor’s Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring compliance within 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 books of account and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the company.
5. We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on Certification of Corporate Governance issued by the institute of Chartered Accountants of India (the ICAI), the standards on Auditing specified under 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.
6. 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 Engagement.

**Opinion**

7. In our opinion and to the best of our information and according to explanations given to us and the representation provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March 2020.
8. We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which management has conducted the affairs of the company.

For **GOPAL AIYER AND SUBRAMANIAN**

Chartered Accountants  
(Firm registration number: 000960S)

**CA.R.MAHADEVAN**

Partner

(Membership No.027497)

Place: Coimbatore

Dated : 25<sup>th</sup> June 2020

**SALONA COTSPIN LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2020**

No	Particulars	Note No.	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
(1)	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment	2	23,82,60,259	25,61,77,799
	(b) Capital work-in-progress	3		59,51,961
	(c) Other Intangible assets	4	9,84,775	12,67,695
	(d) Financial Assets			
	(i) Investments	5	72,020	23,85,949
	(ii) Loans & Advances	6	2,35,13,160	1,60,89,379
	(e) Other non-current assets	7	<b>26,28,30,214</b>	<b>28,18,72,783</b>
(2)	<b>Current assets</b>			
	(a) Inventories	8	36,66,39,792	37,10,97,755
	(b) Financial Assets			
	(i) Trade receivables	9	13,50,67,293	18,20,31,308
	(ii) Cash and cash equivalents	10	19,23,526	7,66,105
	(iii) Bank balances other than (iii) above		37,46,279	9,04,556
	(iv) Loans	11	1,36,73,330	1,55,37,294
	(c) Other current assets	12	4,92,31,876	4,67,96,329
			<b>57,02,82,097</b>	<b>61,71,33,347</b>
	<b>Total Assets</b>		<b>83,31,12,311</b>	<b>89,90,06,130</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share capital	13	5,32,88,927	5,32,88,927
	(b) Other Equity	14	26,75,94,756	25,99,34,449
	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	15	6,51,17,120	8,67,53,194
	(b) Provisions	16	62,99,427	56,98,804
	(c) Deferred tax liabilities (Net)	17	1,21,40,000	80,04,000
			<b>40,44,40,230</b>	<b>41,36,79,374</b>
	<b>Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	18	31,46,40,528	39,10,24,529
	(ii) Trade payables	19	6,67,66,854	3,96,23,025
	(b) Other current liabilities	20	4,56,40,699	5,29,96,516
	(c) Provisions	21	16,24,000	16,82,685
	(d) Current Tax Liabilities (Net)	22		
			<b>42,86,72,081</b>	<b>48,53,26,755</b>
	<b>Total Equity and Liabilities</b>		<b>83,31,12,311</b>	<b>89,90,06,130</b>

See accompanying notes to the financial statements

Subject to our report of even date attached

For and on Behalf of the Board

**for GOPALAIYER AND SUBRAMANIAN**

Chartered Accountants (FRN 000960S)

**R.Mahadevan ( Membership No. 27497)**

Partner

Place : Coimbatore

Date: 25<sup>th</sup> June, 2020Shyamlal Agarwala  
Managing Director  
DIN 00003055K.B.Sajith  
Company Secretary  
ACS NO 35602Manoj Kumar Jhajharia  
Joint Managing Director  
DIN 00003076M.S.Selvaraj  
Chief Financial Officer

## SALONA COTSPIN LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH 2020

No	Particulars	Note No.	Year Ended 31st March 2020 Rs.	Year Ended 31st March 2019 Rs.
I	Revenue From Operations	23	1,21,84,67,429	1,32,87,00,607
II	Other Income	24	7,69,590	10,32,554
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,21,92,37,019</b>	<b>1,32,97,33,161</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	25	59,95,46,081	63,96,24,597
	Purchases of Stock-in-Trade	26	18,40,90,116	34,81,21,347
	Changes in inventories of finished goods, Stock-in-Trade and Work-in-Progress	27	6,61,43,701	(5,68,74,767)
	Employee benefits expense	28	6,71,36,665	6,61,50,367
	Finance costs	29	4,07,51,547	4,01,11,014
	Depreciation and amortization expense	30	2,64,62,146	3,84,98,211
	Other expenses	31	21,61,09,546	23,10,90,774
	<b>Total expenses (IV)</b>		<b>1,20,02,39,802</b>	<b>1,30,67,21,542</b>
<b>V</b>	<b>Profit/(loss) before exceptional items and Tax (III-IV)</b>		<b>1,89,97,217</b>	<b>2,30,11,619</b>
VI	Exceptional Items		-	-
<b>VII</b>	<b>Profit/(loss) before tax (V-VI)</b>		<b>1,89,97,217</b>	<b>2,30,11,619</b>
VIII	Tax expense:			
	(1) Current tax	32	31,26,250	51,40,830
	(2) Deferred tax	33	41,36,000	15,67,200
<b>IX</b>	<b>Profit (Loss) for the period from Continuing Operations (VII-VIII)</b>		<b>1,17,34,967</b>	<b>1,63,03,589</b>
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
<b>XIII</b>	<b>Profit/(loss) for the period (IX+XII)</b>		<b>1,17,34,967</b>	<b>1,63,03,589</b>
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Profit or Loss		- 2,68,199	4,59,854
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-	-
	B (i) Items that will be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will be reclassified to Profit or Loss		-	-
XV	<b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>1,14,66,768</b>	<b>1,67,63,443</b>
XVI	Earnings per equity share (for continuing Operation):			
	(1) Basic		2.23	3.10
	(2) Diluted		2.23	3.10
XVII	Earnings per equity share (for discontinued Operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share (for discontinued & Continuing Operations)			
	(1) Basic		2.23	3.10
	(2) Diluted		2.23	3.10

See accompanying notes to the financial statements

Subject to our report of even date attached

For and on Behalf of the Board

**for GOPALAIYER AND SUBRAMANIAN**

Chartered Accountants (FRN 000960S)

**R.Mahadevan ( Membership No. 27497)**

Partner

Place : Coimbatore

Date: 25<sup>th</sup> June, 2020

Shyamlal Agarwala  
Managing Director  
DIN 00003055

K.B.Sajith  
Company Secretary  
ACS NO 35602

Manoj Kumar Jhajharia  
Joint Managing Director  
DIN 00003076

M.S.Selvaraj  
Chief Financial Officer

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

Name of the Company: **SALONA COTSPIN LIMITED**Statement of Changes in Equity for the period ended **31ST MARCH 2020****A. Equity Share Capital**

Balance as at 31st March 2019	5,32,88,927
Changes in equity share capital during the year	0
Balance as at 31st March 2020	5,32,88,927

**B. Other Equity**

(in Rupees)

	Reserves and Surplus		Items of other Comprehensive Income		
	General Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurement of Post employment benefit obligations	Total
<b>Balance as on 31st March 2019</b>	15,00,000	25,43,50,359	-408	40,84,498	<b>25,99,34,449</b>
<b>Add:</b> Profit for the year		1,17,34,967			<b>1,17,34,967</b>
<b>Add:</b> Changes in fair value of equity instruments through FVTOCI (net of Tax)				-90,799	<b>-90,799</b>
<b>Add:</b> Remeasurement of Post employment benefit obligations				-1,77,400	<b>-177,400</b>
<b>Less:</b> Payment of Dividends		31,57,440			<b>31,57,440</b>
<b>Less:</b> Taxes on Dividends paid		6,49,021			<b>6,49,021</b>
<b>Balance as on 31st March 2020</b>	<b>15,00,000</b>	<b>26,22,78,865</b>	<b>-408</b>	<b>38,16,299</b>	<b>26,75,94,756</b>

See accompanying notes to the financial statements

Subject to our report of even date attached

For and on Behalf of the Board

**for GOPALAIYER AND SUBRAMANIAN**

Chartered Accountants (FRN 000960S)

**R.Mahadevan ( Membership No. 27497)**

Partner

Place : Coimbatore

Date: 25<sup>th</sup> June, 2020Shyamlal Agarwala  
Managing Director  
DIN 00003055K.B.Sajith  
Company Secretary  
ACS NO 35602Manoj Kumar Jhajharia  
Joint Managing Director  
DIN 00003076M.S.Selvaraj  
Chief Financial Officer

## SALONA COTSPIN LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2020

	Particulars	31st March 2020 Rs.	31st March 2019 Rs.
<b>A</b>	<b>Cash flow from operating activities:</b>		
	Net Profit before taxation and extra ordinary items	1,87,29,018	2,34,71,473
	<b>Adjustments for:</b>		
	Depreciation	2,64,62,146	3,84,98,211
	Deferred Expenses written off		-
	Profit on sale of fixed assets		-
	Profit on sale of Investments		4,01,11,014
	Interest and financial charges paid	4,07,51,547	0
	Dividend Income	(7,77,366)	(6,16,582)
	Interest receipts	(31,26,250)	(51,40,830)
	Direct Taxes		
	Operating profit before working capital changes	8,20,39,095	9,63,23,286
	<b>Adjustments for working capital changes</b>		
	(Increase)/Decrease in Operating assets		
	Inventories	44,57,963	(63,77,972)
Trade receivables	4,69,64,015	93,45,681	
Loans and Advances - short term	18,63,964	55,07,049	
Other Current Assets	(52,77,270)	(1,31,70,254)	
Other non-current assets			
Increase/(Decrease) in Operating liabilities			
Trade payables	2,71,43,830	(2,74,67,126)	
Other Current Liabilities	(73,55,817)	(8,55,598)	
Short term Provisions	(58,685)	(14,93,756)	
Loans and Advances - long term	(74,23,781)	23,49,027	
Long Term Provisions	6,00,623	54,201	
<b>Net cash flow from operating activities (A)</b>	<b>14,29,53,937</b>	<b>6,42,14,538</b>	
<b>B</b>	<b>Cash flow from investing activities:</b>		
	Purchase of Fixed Assets	(27,19,479)	(11,29,00,551)
	Purchase of Investment	23,13,929	6,75,243
	Sale of Fixed Assets	4,09,754	1,11,74,337
	Sale of Investments		
	Advance for Capital Goods		
Deferred Revenue Expenditure			
Interest receipts	7,77,366	6,16,582	
Dividend Income			
<b>Net cash from investing activities (B)</b>	<b>7,81,570</b>	<b>(10,04,34,389)</b>	
<b>C</b>	<b>Cash flow from financing activities:</b>		
	Proceeds from long term borrowings	(2,16,36,074)	3,32,93,067
	Repayment of long term borrowings		-
	Proceeds from short term borrowings	(7,63,84,002)	4,71,30,532
	Increase/(Decrease) in Secured Loan		
	Increase/(Decrease) in long term borrowings		-
	Increase/(Decrease) in short term borrowings	(7,63,84,002)	4,71,30,532
	Interest and financial charges paid	(4,07,51,547)	(4,01,11,014)
	Increase In share Capital		
	Dividend Paid	38,06,461	38,06,461
	<b>Net cash from financing activities</b>	<b>(14,25,78,084)</b>	<b>3,65,06,124</b>
	Net increase/(decrease) in cash and cash equivalents	11,57,422	2,86,293
	Cash & cash equivalents at the beginning of the year	7,66,105	4,79,812
	Cash & cash equivalents at the close of the year	19,23,527	7,66,105
	Cash and Cash equivalents at the close of the year comprise of		
Cash on hand	15,26,273	3,00,466	
Cash at bank in current accounts	3,97,254	4,65,638	
	19,23,527	7,66,105	
	(0)	-	

See accompanying notes to the financial statements

Subject to our report of even date attached

For and on Behalf of the Board

**for GOPALAIYER AND SUBRAMANIAN**

Chartered Accountants (FRN 000960S)

**R.Mahadevan ( Membership No. 27497)**

Partner

Place : Coimbatore

Date: 25<sup>th</sup> June, 2020

Shyamlal Agarwala  
Managing Director  
DIN 00003055

K.B.Sajith  
Company Secretary  
ACS NO 35602

Manoj Kumar Jhajharia  
Joint Managing Director  
DIN 00003076

M.S.Selvaraj  
Chief Financial Officer

**SALONA COTSPIN LIMITED****1. Corporate Information**

Salona Cotspin Limited is public Limited Company and incorporated under the provision of the Companies Act, 1956. The address of its registered office and principal place of business are disclosed in the introduction to the Annual report. Its shares are listed in National Stock Exchange of India. The Company is engaged in the manufacturing and selling of Cotton Yarn, Knitted Fabrics and Garments. The company caters to both domestic and international markets. The financial statement are approved for issue by the Company's Board of Directors on 25<sup>th</sup> June 2020.

**2. Significant Accounting Policies****2.1 Statement of Compliance**

The financial statements have been prepared in accordance with IND AS notified under Sec.133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules 2015 and other relevant provision of the Act.

**2.2. Basis of Accounting**

The financial statements are prepared accordance with Indian Accounting Standards (IndAS) under the historical cost convention, as a going concern and on accrual basis except for certain financial instruments which are measured at fair values, the provision of Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind As are prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

**2.3 Use of estimates:**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**3. Fixed Assets**

- a. Fixed assets are stated at cost of acquisition, including and attributable cost for bringing the assets to its working condition for its intended use, less accumulated depreciation.
- b. GST, where eligible, has been reduced from the cost of fixed assets.

**4. Investments.**

Investments classified as non - current and are carried at their cost unless there is a permanent diminution in value of investments. Dividend and yields if any, are accounted on their entitlement.

**5. Inventories**

Inventories are valued on the following basis.

- |  |   |
|--|---|
| a) Stores and Spares                               | - Cost including GST if applicable            |
| b) Raw Materials                                   | - Cotton - Lower cost or Net Realisable Value |
| c) Finished Goods- Cotton hosiery yarn and Fabrics | - Lower of Cost or netRealisable Value.       |
| d) By product                                      | - Net Realisable value                        |
| e) Work in progress                                | - Lower of Cost or Net Realisable Value       |

First in - First out cost formula is used while determining the cost of all the above items, except cotton for which actual cost formula is used.

**6. Provisions and Contingent Liabilities:**

The Company recognizes a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



## **7. Revenue Recognition**

- i. Accrual basis of accounting is followed by the company for all regular sources of income and expenses.
- ii. Sales are accounted on transfer of property in goods to the buyers for a definite consideration; sales include exchange fluctuation gain / loss realised or incurred during the year in respect of export sales.
- iii. Carbon credit is taken as income only when the credit is considered eligible for grant and realized from its users.
- iv. Input credit against goods are accounted for by adjustments against cost of relevant goods; Unadjusted GST Credit is carried over as advance.

## **8. Depreciation and amortisation**

The Company provides for depreciation on Straight line method and effective from 1st April 2014, the Company has charged depreciation with reference to the estimated useful life of fixed assets prescribed by the Schedule II of the Companies Act 2013 or based on management's assessment of useful life based on technical advice in case if useful life is lower than what is prescribed under Schedule II.

For additions and deletions during the year prorata charge has been made from the date the asset is put into use. No depreciation is charged in the year of sale of the asset, which has no revenue impact.

If the cost of a part of the asset is significant to the total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately for depreciation.

Intangible assets are ammortised over their estimated useful life.

## **9. Foreign Currency Transaction**

Foreign currency transactions chargeable to revenue have been accounted for by adopting the exchange rate as per documents negotiated with the bankers. Export sales are net of exchange fluctuation gain / loss realised / incurred and accounted for as per realisation certificate received from the bankers. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date or at forward exchange rate, as may be applicable.

## **10. Retirement Benefits**

- a) Retirement benefits such as periodical Contribution to Provident fund and Pension Fund being defined contribution plans are charged to revenue. Such contributions are on predetermined statutory rates payable to competent authority.
- b) Gratuity, which is a defined benefit, is accrued and provided for based on independent actuarial valuations as at the balance sheet date. Gratuity claims are settled on the occurring of the event / claim.
- c) The present value of the obligation under such plan is determined based on the actuarial valuation using the projected unit credit method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the financial obligation.
- d) Gratuity to working directors, the liability is ascertained on accounting principles as laid down by the formula prescribed by Payment of Gratuity Act, 1972, and they are not funded but only provided for.

## **11. Borrowing Cost:**

- a. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of that asset. Other borrowing costs are recognised as an expense.
- b. Interest on borrowings, if any, attributable to acquisition of qualifying assets are capitalised and included in the cost of the asset, as considered appropriate.

## **12. Related Party Transactions:**

Transactions with the directors or similar key management personnel of an enterprise with respect to the name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions between the related parties.

**13. Leases:**

Assets leased by the Group in its capacity as lessee, where the Group has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**14. Earnings per Share:**

Earnings per share is arrived by dividing the Net profit after tax attributable to the equity shareholders by the number of equity shares

**15. Taxes on Income:**

Current tax is determined as per the provisions of the Income – Tax, 1961 in respect of taxable income for the year and based on the expected outcome of assessments / appeals.

Deferred tax assets and liabilities are recognised on timing differences between accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognised and carried forward subject to consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**16. Cash Flow Statements:**

Cash Flows are reported using the Indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. Cash and cash equivalents include cash on hand and balances with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

**17. Impairment of Assets:**

An asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of fixed assets are reviewed at each balance sheet date to determine indications of impairment, if any, of those assets. If any such indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognised as an impairment loss. The impairment loss, if any, recognized in prior accounting period is reversed if there is a change in estimate of recoverable amount.

**18. Dividend**

Dividend on shares are recorded as a liability on the date of approval by the shareholders at the Annual General Meeting.

**19. COVID 19**

The Ministry of Home Affairs vide order No. 40-3/2020-DM-I(A) dated 24th March 2020 announced a nation-wide 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 its factory and offices. The Company has resumed its operations in a phased manner as per directives issued by the Central Government and the Tamil Nadu 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 compliances 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 financial results 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 financial results and financial position as on March 31, 2020. The impact 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 these financial results.

**SALONA COTSPIN LIMITED**  
**NOTES TO BALANCE SHEET AS AT 31ST MARCH 2020**  
**NOTE NO.2, 3 & 4 PROPERTY, PLANT AND EQUIPMENT**

No.	Particulars	← GROSS BLOCK →			← DEPRECIATION →					← NET BLOCK →	
		As on 01.04.2019	Additions / Acquisitions through Business Combinations	Deletions / Disposals	As on 31.03.2020	Upto 01.04.2019	For the year	With -drawn on Account of Disposal	With -drawn on Other Account	Upto 31.03.2020	As on 31.03.2020
<b>A</b>	<b>TANGIBLE ASSETS</b>										
1	FREE HOLD LAND	2,30,25,980	12,868	-	2,30,38,848	-	-	-	-	-	2,30,25,980
2	BUILDING	8,35,34,327	59,51,961	-	8,94,86,288	3,51,04,946	31,13,470	-	3,82,18,416	5,12,67,872	4,84,29,381
3	PLANT & EQUIPMENTS	74,86,53,393	98,600	-	74,87,51,993	58,21,31,075	1,64,64,990	-	59,65,96,065	15,01,55,928	16,65,22,318
4	FURNITURE & FIXTURES	99,06,035	2,97,146	-	1,02,03,181	26,54,388	12,96,480	-	39,50,868	62,52,313	72,51,647
5	VEHICLES	1,19,56,323	11,71,700	4,09,754	1,27,18,269	64,91,507	15,86,680	3,89,267	76,88,920	50,29,349	54,64,816
6	OFFICE EQUIPMENTS	1,34,81,822	5,39,698	-	1,40,21,520	79,99,165	35,07,406	-	1,15,05,571	25,15,949	54,83,657
	<b>TOTAL A</b>	<b>89,05,57,880</b>	<b>80,71,973</b>	<b>4,09,754</b>	<b>89,82,20,099</b>	<b>63,43,80,081</b>	<b>2,59,69,026</b>	<b>3,89,267</b>	<b>65,99,59,840</b>	<b>23,82,60,259</b>	<b>25,61,77,799</b>
<b>B</b>	<b>INTANGIBLE ASSETS **</b>										
7	COMPUTER SOFTWARE	19,98,525	2,10,200	-	22,08,725	7,30,830	4,93,120	-	12,23,950	9,84,775	12,67,695
	<b>TOTAL B</b>	<b>19,98,525</b>	<b>2,10,200</b>	<b>-</b>	<b>22,08,725</b>	<b>7,30,830</b>	<b>4,93,120</b>	<b>-</b>	<b>12,23,950</b>	<b>9,84,775</b>	<b>12,67,695</b>
<b>C</b>	<b>CAPITAL</b>										
	<b>WORK-IN-PROGRESS</b>										
8	BUILDING	59,51,961		59,51,961							59,51,961
	PLANT & EQUIPMENTS	-									-
	<b>TOTAL C</b>	<b>59,51,961</b>	<b>-</b>	<b>59,51,961</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59,51,961</b>
<b>D</b>	<b>INTANGIBLE ASSETS UNDER CONSTRUCTION</b>										
	<b>TOTAL D</b>										
	<b>CURRENT YEAR FIGURES (TOTAL (A+B+C+D))</b>	<b>89,85,08,366</b>	<b>82,82,173</b>	<b>63,61,715</b>	<b>90,04,28,824</b>	<b>63,51,10,911</b>	<b>2,64,62,146</b>	<b>3,89,267</b>	<b>66,11,83,790</b>	<b>23,92,45,034</b>	<b>26,33,97,455</b>
	<b>PREVIOUS YEAR FIGURES</b>	80,74,41,181	14,66,08,392	5,55,41,207	89,85,08,366	60,72,71,729	3,84,99,211	1,06,59,029	63,51,10,911	26,33,97,455	20,01,69,452

**NOTES TO BALANCE SHEET AS AT 31ST MARCH 2020****NOTE NO. 5 : NON - CURRENT INVESTMENTS****A. Classifications:**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a	Investments in Equity Instruments valued at cost	72,020	23,85,949
		<b>72,020</b>	<b>23,85,949</b>

**B. Break up details for Investments:****1) Details for Investments in Equity.**

No	Name of the Script	No of Shares/ Units	Cost of Acquisition	Carrying amount As at 31st March 2020 Rs.	Carrying amount As at 31st March 2019 Rs.
<b>i)</b>	<b>Equity Instruments:</b>				
	<b><u>Non-trade Quoted</u></b>				
1	Union Bank of India 272 Equity shares of Rs.10/- each (Previously 272 equity shares of Rs.10/- each)	272	29,920	7,820	98,619
	<b><u>Trade - Unquoted</u></b>				
1	6420 Equity Shares in Echanda Urja Private Limited	6,420	64,200	64,200	64,200
2	Ind-Barath Powergencom Ltd (Previously 290292 Shares equity shares of Rs.10/-each)	2,90,292	29,02,290	-	22,23,130
	<b>Sub Total</b>	<b>3,02,184</b>	<b>29,96,410</b>	<b>72,020</b>	<b>23,85,949</b>

**2. Abstract of Investments in Equity**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a	Aggregate amount of quoted investments	7,820	98,619
b	Market Value of Quoted Investments	-	-
c	Aggregate amount of unquoted investments	64,200	22,87,330
	Net Carrying amount of Investments	<b>72,020</b>	<b>23,85,949</b>

**NOTE NO. 6 : LONG - TERM LOANS AND ADVANCES****A. Classifications:**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	Unsecured and Considered good		
1	Capital Advances	48,74,940	48,74,940
2	Security Deposits	1,62,17,235	80,12,439
3	Other Loans and Advances	24,20,985	32,02,000
	<b>Total</b>	<b>2,35,13,160</b>	<b>1,60,89,379</b>

## B. Disclosures:

### 1) Capital advances

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
i)	Unsecured, considered Good Advances for acquisition of capital assets/ expenditure	48,74,940	48,74,940
	<b>Total</b>	<b>48,74,940</b>	<b>48,74,940</b>

### 2) Security Deposits:

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
i)	Unsecured, considered Good Deposits with Statutory Authorities	1,62,17,235	80,12,439
	<b>Total</b>	<b>1,62,17,235</b>	<b>80,12,439</b>

Security deposits are placed with Electricity, Telephone and other Statutory authorities.

### 3) Other loans and advances

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	Rental Advance for Office Premises	24,20,985	32,02,000
	<b>Total</b>	<b>24,20,985</b>	<b>32,02,000</b>

### NOTE NO. 7 : OTHER NON - CURRENT ASSETS

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	Deferred revenue expenditure	-	-
	Opening balance	-	-
	Less: Amortised during the year	-	-
	Closing balance	-	-

### NOTE NO. 8 : INVENTORIES

#### A. Classification

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	<b>Inventory on Hand</b>		
a)	Raw Materials	20,69,27,372	14,15,85,057
b)	Work in Progress	3,86,89,201	2,79,27,857
c)	Finished Goods	11,55,34,007	19,42,86,769
d)	Stores & Spares	54,89,212	72,98,072
	<b>Total</b>	<b>36,66,39,792</b>	<b>37,10,97,755</b>

**NOTE NO. 9 : TRADE RECEIVABLES**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a)	Outstanding for a period exceeding six months - Unsecured, considered good	16,46,862	-
	Sub Total	<b>16,46,862</b>	-
b)	Others - Unsecured, considered good	13,34,20,431	18,20,31,308
	Sub Total	<b>13,34,20,431</b>	<b>18,20,31,308</b>
	<b>Total</b>	<b>13,50,67,293</b>	<b>18,20,31,308</b>

**NOTE NO. 10 : CASH AND CASH EQUIVALENTS****A. Classification:**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a)	Cash on hand	15,26,273	3,00,466
b)	Balances with banks:		
	- Balances in Current accounts	3,97,254	4,65,638
	- In earmarked accounts		
	Unpaid dividend accounts	7,77,182	6,96,978
c)	Other bank deposits		
	- Margin Money Deposits held under lien by Banks	29,69,097	2,07,578
	<b>Total</b>	<b>56,69,806</b>	<b>16,70,661</b>

**NOTE NO. 11 : SHORT - TERM LOANS AND ADVANCES****A. Classifications:-**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Other loans and advances - Others	1,36,73,330	1,55,37,294
	<b>Total</b>	<b>1,36,73,330</b>	<b>1,55,37,294</b>

**B. Other Disclosures:****(a) Unsecured and Considered Doubtful**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Trade Advances	45,00,000	45,00,000
	Less: Provision for Doubtful advances	45,00,000	45,00,000
	<b>Total</b>	<b>-</b>	<b>-</b>

**(b) Unsecured and Considered good**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Trade Advances	90,76,397	1,24,38,022
2	Advance Towards Direct Taxes (Net)	12,46,793	6,09,593
3	Prepaid Expenses	16,03,696	11,59,320
4	Advances to Staff and Other Operatives	2,09,257	3,84,314
5	Others	15,37,187	9,46,045
	<b>Total</b>	<b>1,36,73,330</b>	<b>1,55,37,294</b>

**NOTE NO. 12 : OTHER CURRENT ASSETS**

**A. Classifications :-**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a)	Other current assets	4,92,31,876	4,67,96,329
	<b>Total</b>	<b>4,92,31,876</b>	<b>4,67,96,329</b>

**B. Disclosures :**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	<b>BREAKUP FOR OTHER CURRENT ASSETS</b>		
	Export:		
	Duty Draw Back Receivable	16,64,444	2,73,699
	Incentative Under MEIS Receivables	24,95,253	36,15,380
	IGST Export Service Tax Receivable	66,08,564	21,87,857
	Interest:		
	Interest Receivable on Energy Supply Deposits	3,200	3,200
	Interest & Interest Subsidy Receivable	98,65,648	98,65,648
	Others:		
	Accrued Income	2,15,343	2,15,343
	Evening Peak Energy & Demand Charges Receivable	2,14,240	2,14,240
	Income tax Refund Due	2,80,391	2,80,391
	GST Input credit available	2,78,84,794	3,01,40,572
	<b>Total</b>	<b>4,92,31,876</b>	<b>4,67,96,329</b>

## NOTES TO BALANCE SHEET AS AT 31ST MARCH 2020

## NOTE NO. 13 : EQUITY SHARE CAPITAL

i) *Particulars of each class of share capital:*

No.	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1.	Authorised: 6000000 Equity Shares of Rs.10/- each	6,00,00,000	6,00,00,000
		<b>6,00,00,000</b>	<b>6,00,00,000</b>
2.	Issued Capital: 5262400 Equity Shares of Rs.10/- each	5,26,24,000	5,26,24,000
		<b>5,26,24,000</b>	<b>5,26,24,000</b>
3.	Subscribed, Called Up and Paid Up Capital 5262400 Equity Shares of Rs.10/- each fully paid up	5,26,24,000	5,26,24,000
		<b>5,26,24,000</b>	<b>5,26,24,000</b>
	Forfeited Shares 88700 Nos-(Previous Year 88700 Nos)-Originally Paid-up	6,64,927	6,64,927
		<b>5,32,88,927</b>	<b>5,32,88,927</b>

ii) *Reconciliation of number of equity shares:*

No.	Particulars	No. of shares		As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
		As at 31st March 2020 Rs.	As at 31st March 2019 Rs.		
	At the commencement of the year	52,62,400	52,62,400	5,26,24,000	5,26,24,000
	At the close of the year	<b>52,62,400</b>	<b>52,62,400</b>	<b>5,26,24,000</b>	<b>5,26,24,000</b>

During the year

a	No Shares have been issued	Nil	Nil
b	No shares have been Bought back	Nil	Nil
c	No shares have been forfeited	Nil	Nil

iii) *Specified details on each class of shares for a period of five years immediately preceding the date as at Balance Sheet is prepared :-*

- a **Aggregate Number and class of Shares allotted for contract without payment being received in cash.**  
There were no shares allotted for contract without payment being received in cash during the reporting period nor in the preceding five years
- b **Aggregate number and Class of shares allotted as fully paid by way of bonus shares (Fully paid-up)**  
No bonus shares were allotted during the reporting period nor in the preceding five years.
- c **Aggregate number and Class of shares bought back**  
No shares were bought back during the reporting period nor in the preceding five years.

iv) *Details of Shareholders holding more than five percent of equity shares:*

No.	Name of the person	As at 31st March 2020		As at 31st March 2019	
		% of holding	Number of shares	% of holding	Number of shares
1	Shyamlal Agarwala	7.86%	413393	7.86%	413393
2	Manoj Kumar Jhajharia	5.63%	296188	5.63%	296188
3	Pramod Kumar Jhajharia	5.66%	297966	5.66%	297966
4	Arun Kumar Jhajharia	5.98%	314671	5.98%	314671
5	Krishna Agarwal	8.19%	430901	8.19%	430901
6	Pansari Textiles & Investments Ltd	7.60%	400000	7.60%	400000
7	Pista Devi Jhajharia	5.88%	309403	5.88%	309403



## **NOTES TO BALANCE SHEET AS AT 31ST MARCH 2020**

**v) Rights, Preferences and restrictions attaching to each class of shares including restrictions on distribution of dividends and repayments of capital:**

The Company has only one class of share namely equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote for every share held. The dividend approved by the shareholders in any annual general meeting and in case of any interim dividend declared, is payable to the equity shareholders in proportion to their holding. The equity shareholders are eligible to receive the remaining assets of the company on the occurrence of an event, requiring repayment of capital, in proportion of their shareholding.

**vi) Terms of any securities convertible into Equity/Preference Shares issued along with earliest date of conversion in descending order starting from earliest such date:**

There are no securities convertible into equity or preference shares

**vii) Shares reserved for issue under option and Contract/ Commitments for the sale of shares / disinvestment including terms and amounts:**

There are no shares reserved under any option

### **NOTE NO. 14 : OTHER EQUITY**

No.	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	<b>A. RESERVES:</b>		
	General Reserve		
	Balance as Per Last Balance Sheet	15,00,000	15,00,000
	Transfer From Statement Of Profit & Loss	-	-
	Closing Balance-Total Of Reserves	<b>15,00,000</b>	<b>15,00,000</b>
2	<b>B. SURPLUS:</b>		
	<b>Statement of Profit and Loss after all allocations and appropriations:-</b>		
	Opening Balance (i)	25,84,34,449	24,54,77,468
	Add : Profit after tax for the year (ii)	1,14,66,768	1,67,63,442
	Total (iii = i+ii)	26,99,01,217	26,22,40,910
	Less: (a) Transfer to Reserve	-	-
	(b) Equity Dividend paid for the year 2018-19	31,57,440	31,57,440
	(c) Tax on Equity Dividend paid for 2018-19	6,49,021	6,49,021
	Total (iv)	<b>38,06,461</b>	<b>38,06,461</b>
	Total of Surplus (v = (iii) - (iv))	<b>26,60,94,756</b>	<b>25,84,34,449</b>
Total of Reserves & Surplus-Per Balance Sheet	<b>26,75,94,756</b>	<b>25,99,34,449</b>	

**NOTE NO. 15 : LONG TERM BORROWINGS****A. Classifications:-**

No.	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	<b>Secured:</b>		
(a)	Term Loans - From Banks	4,60,21,127	6,76,36,571
(b)	Deferred Payment Liabilities	-	-
(c)	Long term maturities of Finance Lease Obligation	3,95,993	4,16,623
	<b>Unsecured:</b>		
(d)	Other Loans and Advances	1,87,00,000	1,87,00,000
	<b>Total Per Balance Sheet</b>	<b>6,51,17,120</b>	<b>8,67,53,194</b>

**B. Other Disclosures:****(a) (i) Term Loans from Banks**

No.	Particulars	Limit sanctioned (Rs. In Lacs)	Terms of repayment	Amount Outstanding	
				As at 31st March 2020	As at 31st March 2019
1	Secured : Oriental Bank of Commerce Term Loan - I	1368	FY 2016-2019 Rs.60 Lacs for 13 Installments. FY 2019-2020 Rs.16 Lacs for one Installments. Repayable in 24 equal quarterly installments after a moratorium of six months	-	-
	Term Loan -II	1330		4,60,21,127	6,76,36,571
	<b>Total Per Balance Sheet</b>			<b>4,60,21,127</b>	<b>6,76,36,571</b>

**(a) (ii) Term Loans from Banks****Nature of Security and Details of Guarantee**

- The above facilities are secured on first charge on the specific fixed assets acquired besides a charge on all other fixed assets
- All the above facilities pursuant to an agreement rank pari passu amongst the bankers and the company.
- Rs.55.42 Lacs Per instalment (Number of instalment varies from time to time)
- Managing Director and Joint Managing Director have furnished their personal guarantee to bankers for the loans so availed and the guarantee is for the amount outstanding to the said bankers.
- The details of security listed above also covers for current maturities of long term debts for the above term loans

**(b) Long Term Maturity of Finance Lease Obligations:-**

No	Name of the Financier	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
	<b>Secured</b>		
1	Kotak Mahendra Prime Ltd	3,95,993	1,97,232
2	SBI Car Loan	-	2,19,391
	<b>Total Per Balance Sheet</b>	<b>3,95,993</b>	<b>4,16,623</b>

The Hire Purchase finance credits have been secured by the hypothecation of the vehicles acquired for which necessary endorsement for the hypothecation is made in vehicle registration certificate furnished by the Regional Transport Authority

(c) Other Loans & Advances

No	Nature of Loan	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Loans from Shareholders Unsecured	-	-
	Inter-corporate Loans	1,87,00,000	1,87,00,000
	<b>Total Per Balance Sheet</b>	<b>1,87,00,000</b>	<b>1,87,00,000</b>
(Terms of repayment - exceeding 24 months and carrying rate of interest of 12% per annum) (Amount of Loan Repayable per period is variable and depends upon the amount availed earlier)			

**NOTE NO. 16 : LONG -TERM PROVISIONS**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	<u>Provision for Employee Benefits</u>		
	Provision for Gratuity	62,99,427	56,98,804
	<b>Total Per Balance Sheet</b>	<b>62,99,427</b>	<b>56,98,804</b>

**NOTE NO. 17 : DEFERRED TAX LIABILITIES (NET)**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
A.	Deferred Tax Liability		
	Opening Balance	1,45,39,000	1,07,39,000
	Add : Additions during the year	3,73,000	38,00,000
		1,49,12,000	1,45,39,000
B	Less: Reversed During the year	-	-
		<b>1,49,12,000</b>	<b>1,45,39,000</b>
	Deferred Tax Asset	65,35,000	43,02,200
	Add : Additions during the year	(37,63,000)	22,32,800
		27,72,000	65,35,000
	Less: Reversed During the year	-	-
		<b>27,72,000</b>	<b>65,35,000</b>
	Deferred Tax Liability (Net)	<b>1,21,40,000</b>	<b>80,04,000</b>

**NOTE NO. 18 : SHORT -TERM BORROWINGS**

**A. Classifications :**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
(a)	Secured		
	Loans repayable on demand		
	i) From Banks	31,46,40,528	39,10,24,529
	<b>Total Per Balance Sheet</b>	<b>31,46,40,528</b>	<b>39,10,24,529</b>

**B. Other Disclosure****(i) Loans Repayable on Demand from Bank**

No	Particulars	Limit Sanctioned Rs. In Lacs	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Cash Credit From Banks: The Catholic Syrian Bank Ltd Oriental Bank of Commerce State Bank of India Union Bank of India	750.00 800.00 356.00 910.00	8,92,513 6,71,65,951 1,16,23,013 1,777	6,55,39,543 7,99,25,328 3,48,65,463 2,82,14,666
2	Packing credit loans: The Catholic Syrian Bank Ltd Union Bank of India	(sub-limit) (sub-limit)	7,23,84,409 8,30,88,570	46,36,244 5,31,95,641
3	Foreign Bills Purchased by Banks: The Catholic Syrian Bank Ltd Union Bank of India (FDBP A/c)	- 500.00 500.00	53,22,412 1,83,82,807	81,26,248 5,96,28,116
4	Warehouse Receipt Loan State Bank of India CSB Bank Ltd	600.00 600.00	- 5,57,79,075	5,68,93,281 -
<b>Total Per Balance Sheet</b>		<b>4,416.00</b>	<b>31,46,40,528</b>	<b>39,10,24,529</b>

**(ii) Nature of Security and terms of guarantee**

- The above facilities are secured by way of hypothecation and / or pledge of stocks in trade, besides a first charge on its fixed assets
- All the above facilities are pursuant to an agreement rank Pari passu amongst the bankers and the company has created an equitable mortgage by deposit of the title deeds for the credit facilities availed. The equitable mortgage is registered with the Registrar of Assurances, while a charge is registered with the Registrar of Companies.
- Managing Director and Joint Managing Director have furnished their personal guarantee to bankers for the loans so availed and the guarantee is for the amount outstanding to the said bankers.

**NOTE NO. 19 : TRADE PAYABLES**

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Micro Small & Medium Enterprises	13,357	32,240
2	Others	6,67,53,497	3,95,90,785
<b>Total Per Balance Sheet</b>		<b>6,67,66,854</b>	<b>3,96,23,025</b>

**Note:**

Dues 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 as follows:

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a)	The Principal amount remaining unpaid to any supplier at the end of the year.	13,357	32,240
b)	Interest due remaining unpaid to any supplier at the end of the year		
c)	The amount of interest paid by the buyer in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the seller		
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 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 due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises for the purpose of disallowance of a deductible		

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

#### NOTE NO. 20 : OTHER CURRENT LIABILITIES

##### A. Classifications:-

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
a	Current maturities of Long Term Debt	2,21,66,668	2,97,66,668
b	Interest accrued and due on borrowings	-	-
c	Current Maturities of Finance Lease Obligations	7,56,404	10,02,277
d	Unpaid dividends	7,77,082	6,96,878
e	Other Payables		
	Liability For Expenses	1,29,27,384	1,36,15,417
	Statutory Liabilities	90,13,161	79,15,276
	<b>Total Per Balance Sheet</b>	<b>4,56,40,699</b>	<b>5,29,96,516</b>

#### NOTE NO. 21 : SHORT - TERM PROVISIONS

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	<u>Provision for Employee Benefits</u>		
	Provision For Bonus	16,24,000	16,82,685
		<b>16,24,000</b>	<b>16,82,685</b>

#### NOTE NO. 22 : CURRENT TAX LIABILITIES - NET

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
1	Others		
	a. Provision For Proposed Dividends	-	-
	b. Provision For Dividend distribution tax	-	-
	c. Provision For Taxation ( net)	-	-
	<b>Total Per Balance Sheet</b>	<b>-</b>	<b>-</b>

## NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020

## NOTE NO. 23 : REVENUE FROM OPERATIONS

## A. Classifications:-

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Sale of Products	1,19,84,79,036	1,31,41,45,289
2	Other Operating Revenues	1,99,88,393	1,45,55,318
		1,21,84,67,429	1,32,87,00,607
	<b>Total per statement of P &amp; L</b>	<b>1,21,84,67,429</b>	<b>1,32,87,00,607</b>

## B. Other Disclosures:

## (i) Other operating revenues

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Export Incentives:		
	Duty Draw Back	1,17,83,727	1,08,09,856
	Incentive under MEIS	78,60,216	32,11,487
2	Other Miscellaneous Income	3,44,450	5,33,975
3	Foreign Exchange Fluctuation		
	<b>Total Per Statement Of P &amp; L</b>	<b>1,99,88,393</b>	<b>1,45,55,318</b>

## NOTE NO. 24 : OTHER INCOME

## A. Classifications:-

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Interest Income	777,366	6,16,582
2	Dividend Income	-	-
3	Other Non- Operating Income (Net of Expenses directly attributable to such Income) (Refer note (iii) below)	(7,776)	4,15,972
	<b>Total</b>	<b>769,590</b>	<b>10,32,554</b>

## B. Other Disclosures:

## (i) Interest Income

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	From Current Investments		
	Interest Receipts:		
	Banks Fixed Deposits	10,519	1,26,868
	Energy Security Deposit	6,99,700	4,74,055
	Interest Receipts-Other parties	67,147	
2	From Others		
	Interest Receipts-Other parties	-	15,659
	<b>Total Per Statement of P &amp; L</b>	<b>7,77,366</b>	<b>6,16,582</b>

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020**

(ii) **Dividend Income**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
	<b>From Others:</b>		
1	From Long Term Investments	-	-
	Equity Instruments	-	-
	<b>Total Per Statement of P &amp; L</b>		

(iii) **Other Non Operating Income:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Profit on sale of Fixed Assets	(7776)	4,15,972
2	Profit on sale of Equity Instruments	-	-
	<b>Total Per Statement of P &amp; L</b>	<b>(7776)</b>	<b>4,15,972</b>

**NOTE NO. 25 : COST OF MATERIALS CONSUMED**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Raw Materials	59,29,56,065	63,28,04,980
2	Other Consumables	65,90,016	68,19,617
	<b>Total Per Statement of P &amp; L</b>	<b>59,95,46,081</b>	<b>63,96,24,597</b>

**A. Disclosures:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	<b>Consumption of Raw Materials</b>		
	<b>Cotton:</b>		
	Opening Stock Of : Raw Materials	14,15,85,057	19,75,63,349
	Work-in Progress	64,67,807	29,66,340
	Add : Purchases during the year	65,64,50,663	58,03,28,155
		80,45,03,527	78,08,57,844
	Less: Closing stock of : Raw Materials	20,69,27,372	14,15,85,057
	Work-in Progress	46,20,090	64,67,807
	Consumption of raw materials	<b>59,29,56,065</b>	<b>63,28,04,980</b>
2	<b>Consumption of Other Consumables</b>		
	<b>Packing Consumables:</b>		
	Opening stock	4,12,054	2,38,688
	Add: Purchases during the year	64,94,634	69,92,983
		69,06,688	72,31,671
	Less: Closing stock	3,16,671	4,12,054
	Consumption of other materials	<b>65,90,016</b>	<b>68,19,617</b>

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH 2020**NOTE NO. 26 : PURCHASE OF STOCK-IN-TRADE**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Yarn	12,72,59,018	29,60,05,111
2	Fabric	4,63,24,037	3,66,99,876
3	Garments	1,05,07,061	1,54,16,360
		<b>18,40,90,116</b>	<b>34,81,21,347</b>

**NOTE NO. 27 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
a	Inventories at the commencement of the year	21,57,46,819	15,88,72,052
b	Less: Inventories at the close of the year	14,96,03,118	21,57,46,819
	<b>Total Per Statement of P &amp; L</b>	<b>6,61,43,701</b>	<b>(5,68,74,767)</b>

**Disclosure on Changes in Inventories:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
<b>1</b>	<b>Opening Stock:</b>		
	Finished Goods - Yarn	7,38,63,355	4,56,14,733
	Finished Goods - Fabrics	97,00,033	73,09,479
	Finished Goods - Garments	10,92,39,395	8,40,83,139
	Work in Process	2,14,60,050	2,13,24,306
	By-Product - Seconds Cotton	14,83,986	5,40,395
		<b>21,57,46,819</b>	<b>15,88,72,052</b>
<b>2</b>	<b>Less: Closing Stock:</b>		
	Finished Goods - Yarn	2,36,32,885	7,38,63,355
	Finished Goods - Fabrics	80,56,169	97,00,033
	Finished Goods - Garments	8,17,68,307	10,92,39,395
	Work in Process	3,40,69,111	2,14,60,050
	By-Product - Seconds Cotton	20,76,646	14,83,986
		<b>14,96,03,118</b>	<b>21,57,46,819</b>
	<b>Total Per Statement of P &amp; L</b>	<b>6,61,43,701</b>	<b>(5,68,74,767)</b>

**NOTE NO. 28 : EMPLOYEE BENEFIT EXPENSES**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Salaries & Wages	2,98,63,619	3,27,55,895
2	Contribution to Provident and Other Funds	14,38,373	15,84,597
3	Staff Welfare Expenses	3,00,64,750	2,57,94,806
4	Managerial Remuneration	57,69,923	60,15,069
	<b>Total Per Statement of P &amp; L</b>	<b>6,71,36,665</b>	<b>6,61,50,367</b>



**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020**
**Disclosure on Employee Benefit Expenses:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
(i)	<b>Staff Welfare Expenses</b>		
	Medical Expenses Reimbursed/Insurance Premium	9,75,048	10,28,025
	Water Expenses	57,73,081	47,57,200
	Workmen & Staff Welfare Expenses	1,63,82,944	1,35,19,047
	Canteen Expenses	69,33,676	64,90,534
	<b>Total Per Statement of P &amp; L</b>	<b>3,00,64,750</b>	<b>2,57,94,806</b>

**NOTE NO. 29 : FINANCE COSTS**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Interest Expenses (Refer note (i) below)	3,47,05,319	3,04,44,814
2	Other Borrowing Costs (Refer note (ii) below)	60,46,228	96,66,199
	<b>Total Per Statement of P &amp; L</b>	<b>4,07,51,547</b>	<b>4,01,11,014</b>

**Disclosure on Finance Cost:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
(i)	<b>Notes</b>		
	<b>Interest Expense:</b>		
	Interest on borrowings from Banks	3,21,22,358	2,78,62,536
	Interest on borrowings from Others	22,44,000	22,44,000
	Finance Charges on Finance Lease	1,51,580	1,46,189
	Interest based on Defined benefit Gratuity Plan	1,87,381	1,92,089
	<b>Total Per Statement Of P &amp; L</b>	<b>3,47,05,319</b>	<b>3,04,44,814</b>
(ii)	<b>Other Borrowing Costs</b>		
	Foreign Exchange difference / Net loss on the Forex		
	Discounts / premiums on borrowings	32,53,982	58,18,230
	Bank Charges	27,92,247	38,47,969
	<b>Total Per Statement of P &amp; L</b>	<b>60,46,228</b>	<b>96,66,199</b>

**NOTE NO. 30 : DEPRECIATION AND AMORTISATION EXPENSES**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Depreciation	2,59,69,026	3,81,45,724
2	Amortization Expense	4,93,120	3,52,487
	<b>Total Per Statement of P &amp; L</b>	<b>2,64,62,146</b>	<b>3,84,98,211</b>

**NOTE NO. 31 : OTHER EXPENSES**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Manufacturing Expenses (Refer note (i) below)	11,49,39,462	10,73,55,895
2	Administrative Expenses (Refer note (ii) below)	2,15,13,920	2,87,06,307
3	Repairs and Maintenance (Refer note (iii) below)	3,21,71,624	3,45,44,081
4	Sales and Distribution Expenses (Refer note (iv) below)	4,58,58,663	5,72,15,741
5	Miscellaneous Expenses (Refer note (v) below)	16,25,877	32,68,750
	<b>Total Per Statement of P &amp; L</b>	<b>21,61,09,546</b>	<b>23,10,90,774</b>

## NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020

Disclosure on Other expenses

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
	<b>Notes</b>		
(i)	<b>Manufacturing Expenses</b>		
a	Power and Fuel	6,06,94,300	6,22,57,053
b	Consumption of Stores and Spare Parts	1,23,15,147	1,37,08,256
c	Other Manufacturing Expenses	4,19,30,015	3,13,90,586
	<b>Total Per Statement Of P &amp; L</b>	<b>11,49,39,462</b>	<b>10,73,55,895</b>
(ii)	<b>Administrative Expenses</b>		
a	Rent	69,60,700	89,75,308
b	Rates and taxes, excluding taxes on income	7,38,687	10,37,582
c	Payments to Auditors		
	a) For Audit	1,00,000	1,00,000
	b) For Taxation Matters	42,000	55,000
	c) For other Services	2,000	30,000
	d) For Cost Audit	20,000	20,000
d	Insurance	17,55,416	9,94,941
e	Sitting Fees To Other Non whole Time Directors	42,000	48,000
f	Travelling Expenses	52,06,184	1,14,58,271
g	Communication Expenses	10,34,087	10,68,451
h	Printing & Stationery	10,15,719	9,17,074
i	Donation	15,800	6,58,000
j	General Expenses	9,66,471	7,03,079
k	Professional & Legal Fees	19,97,327	13,39,633
l	Security Service Charges	16,02,526	12,70,707
m	Subscription		
	Trade Associations	15,000	9,440
	Research Association	-	20,820
	<b>Total</b>	<b>2,15,13,920</b>	<b>2,87,06,307</b>
	<b>Total Per Statement Of P &amp; L</b>		
(iii)	<b>Repairs and Maintenance</b>		
a	Buildings	78,90,037	90,72,395
b	Machinery	1,18,18,824	1,19,80,424
c	Wind Mills	55,49,709	48,03,003
d	Vehicles	30,50,188	33,39,037
e	Others	38,62,866	53,49,224
	<b>Total Per Statement Of P &amp; L</b>	<b>3,21,71,624</b>	<b>3,45,44,081</b>
(iv)	<b>Sales and Distribution Expenses</b>		
a	Consumption of Other Packing Materials		
	Opening Stock	4,88,011	1,64,344
	Add: Purchases during the year	78,11,512	80,21,768
		82,99,523	81,86,112
	Less: Closing Stock	3,13,423	4,88,011
	Consumption of Other Packing Materials	<b>79,86,100</b>	<b>76,98,101</b>
b	Advertisement Charges	6,63,486	2,83,242
c	Commission Payments on sales / services	55,95,274	47,06,800
d	Commission Payments on Export Sales	1,21,98,475	2,01,05,704
e	Discounts Allowed	11,88,126	15,55,275
f	Other Sales Expenses	76,40,247	94,78,564
g	Export Sales Expenses	1,05,86,955	1,33,88,056
	<b>Total Per Statement Of P &amp; L</b>	<b>4,58,58,663</b>	<b>5,72,15,741</b>
(v)	<b>Miscellaneous Expenses</b>		
	Provision for Doubtful / Debts Advances	-	15,00,000
	Others	16,25,877	17,68,750
	<b>Total Per Statement Of P &amp; L</b>	<b>16,25,877</b>	<b>32,68,750</b>

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020

**NOTE NO. 32 : CURRENT TAX**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Current tax	31,26,250	51,40,830
		31,26,250	51,40,830
	<b>Current Tax Liability</b>	<b>31,26,250</b>	<b>51,40,830</b>

**NOTE NO. 33 : DEFERRED TAX (NET)**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Provision for Deferred Tax Liability (Dr.)		
2	Reversal of Deferred Tax Liability (Cr.)	3,73,000	38,00,000
3	Provision for Deferred Tax Asset (Cr.)	37,63,000	(22,32,800)
4	Reversal of Deferred Tax Asset (Dr.)	-	-
	<b>Net Deferred Tax per statement of Profit &amp; Loss</b>	<b>41,36,000</b>	<b>15,67,200</b>

**OTHER NOTES****I. ADDITIONAL INFORMATION TO BALANCE SHEET****A Contingent Liabilities:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
a)	Claims against the Company not acknowledged as Debt	-	-
b)	Guarantees given to customs department against import of Capital goods	-	-
c)	Other money for which the Company is contingently liable	-	-

**B Commitments:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
a)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for	3,54,12,000	3,54,12,000
b)	Uncalled liability on shares and other investments partly paid	-	-
c)	Other Commitments	-	-

**C Proposed Dividends:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
a)	On Equity Shares: Total Amount of Proposed Dividend		31,57,440
	Number of Shares	52,62,400	52,62,400
	Amount of Dividend per Share		0.60

**D Dues to Micro, Small & Medium Enterprises :**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
	The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2020 has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act.		
a)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
b)	The amount of interest paid by the Company along with the amount of the payments made to the supplier beyond the appointed day during the period.	NIL	NIL
c)	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 this Act.	NIL	NIL
d)	The amount of interest accrued and remaining unpaid at the end of the period	NIL	NIL
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	NIL	NIL

**II. ADDITIONAL INFORMATION TO STATEMENT OF PROFIT AND LOSS:**

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
1	Adjustments to the carrying amount of Investments (Any adjustments to carrying amount of Investments pursuant to diminution in value of the Investment (or reversal thereof) should be disclosed here.)	-	-
2	Net Gain / (Loss) on Foreign currency transaction (other than considered as finance cost) normally arising from settlement / restatement of monetary items.	75,91,780	(11,15,345)
3	Payments to Auditors		
	Statutory Auditor's Remuneration		
	(a) For Audit	1,00,000	1,00,000
	(b) For Taxation matters,		
	Direct Tax	42,000	55,000
	Indirect Tax	-	-
	(c) For company law matters,	-	-
	(d) For other services,	2,000	30,000
	(e) For Representation Services	-	-
		<b>1,44,000</b>	<b>1,85,000</b>
	Cost Auditor's Remuneration		
	(a) For Audit	20,000	20,000
	(b) For reimbursement of service tax;	-	-
		<b>20,000</b>	<b>20,000</b>
	<b>Total Payments to auditor</b>	<b>1,64,000</b>	<b>2,05,000</b>
4	Amounts Spent Towards Corporate Social Responsibility	4,55,945	5,50,996
5	<b>Turnover</b>		
i)	Indigenous		
	Cotton Yarn	32,69,31,166	36,16,89,169
	Knitted Fabrics	5,38,47,143	6,07,13,182
	Garments	5,79,13,064	3,77,99,537
	Cotton	-	29,89,608
ii)	Export		
	Cotton Yarn	16,08,71,275	32,24,81,886
	Knitted Fabrics	36,34,46,876	16,22,52,378
iii)	By Products-Waste		
	Indigenous	6,59,00,195	5,39,26,478
	Export	-	-
iv)	Traded Goods		
	Cotton Yarn Export	12,04,63,236	28,65,64,041
	Fabrics Export	4,09,08,235	2,57,29,009
	Fabrics Indigenous	-	-
	<b>Total</b>	<b>119,02,81,189</b>	<b>131,41,45,289</b>
6	<b>Closing Inventory</b>		
	Finished Goods		
	Cotton Yarn	2,36,32,885	7,38,63,355
	Hosiery Knitted Cloth	80,56,169	97,00,033
	By Product	20,76,646	14,83,986
	Garments	8,17,68,307	10,92,39,395
	Work in Process	3,40,69,111	2,14,60,050
	<b>Total</b>	<b>14,96,03,118</b>	<b>21,57,46,819</b>

No	Particulars	Year Ended March 2020 Rs.	Year Ended March 2019 Rs.
7	<b>Opening Inventory</b>		
	Cotton Yarn	7,38,63,355	4,56,14,733
	Hosiery Knitted Cloth	97,00,033	73,09,479
	By Product	14,83,986	5,40,395
	Garments	10,92,39,395	8,40,83,139
	Work in process	2,14,60,050	2,13,24,306
	Note: A company falling in more than one category will make the above disclosures, to the extent relevant		
	<b>Total</b>	<b>21,57,46,819</b>	<b>15,88,72,052</b>
8	Break Up for Consumption		
	a) <b>Raw Materials</b>		
	Indigenous	Rs. 53,29,11,944	63,28,04,980
		% 90%	100%
	Imported	Rs. 6,00,44,121	-
		% 10%	0%
	<b>Total</b>	<b>59,29,56,065</b>	<b>63,28,04,980</b>
	b) <b>Stores and Spares</b>		
	Indigenous	Rs. 1,23,15,147	1,18,81,643
		% 100%	87%
	Imported	Rs. -	18,26,613
		% 0%	13%
	<b>Total</b>	<b>1,23,15,147</b>	<b>1,37,08,256</b>
9	Value of imports calculated on C.I.F basis by the company during the Financial Year in respect of		
	I. Raw materials;	6,00,44,121	-
	II. Components and spare parts;	-	18,26,613
	III. Capital goods;	-	8,06,84,405
10	Expenditure in foreign currency:		
	Purchase of Raw Materails	6,00,44,121	-
	Purchase of Fabrics & Yam	-	36,92,328
	Purchase of spares	-	18,26,613
	Purchase of Capital Goods	-	8,06,84,405
	Interest & Bank charges	30,70,131	49,37,284
	Commission on exports	70,20,431	1,27,99,778
11	The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related;		
	i) Total No.of Non-resident Shareholders	No. 13	20
	ii) Total No. of Shares held	No. 3,852	4,912
	iii) Total Amount of Dividend due / paid	No. -	-
	iv) Year to which the Dividend Related	-	-

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
12	Earnings in foreign exchange classified under the following heads, namely:- I. Export of goods calculated on F.O.B. basis; II. Royalty, know-how, professional and consultation fees; III. Interest and dividend; IV. Other income, indicating the nature thereof	68,41,36,039 - - -	79,98,53,991 - - -
13	<b>POWER &amp; FUEL COST IS AS UNDER</b>		
	Electricity Charges incurred	10,03,79,153	10,49,23,351
	Fuel Consumed	2,96,729	16,08,556
	<b>Total</b>	<b>10,06,75,882</b>	<b>10,65,31,907</b>
	Less: Wind Electricity generated & Captively Consumed	3,99,81,582	4,42,74,854
	<b>Net debit to P&amp;L</b>	<b>6,06,94,300</b>	<b>6,22,57,053</b>

### III. DISCLOSURES PURSUANT TO ACCOUNTING STANDARDS

#### I. DISCLOSURES PURSUANT TO IND AS 19 : RETIREMENT BENEFITS

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
i)	<p>Defined Contribution Plans The Company makes Provident Fund, Pension Fund and Insurance fund contributions to defined contribution retirement benefit plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. In case of provident, pension fund and Insurance Fund the contributions as specified under the law are paid to the Regional Provident Fund Commissioner and the Central Provident Fund under the Employees Pension Scheme.</p> <p><u>Payment to Defined Contribution Benefit Plans:</u></p> <p>Contribution to Provident Fund</p> <p>Contribution to Employees Pension Fund</p> <p>Contribution to Deposit Linked Insurance Fund</p> <p>Contribution to Employees State Insurance Fund</p> <p>Contribution to Tamil Nadu Labour Welfare Fund</p>	<p>3,36,360</p> <p>6,04,850</p> <p>41,799</p> <p>3,98,189</p> <p>8,280</p>	<p>280,022</p> <p>635,601</p> <p>52,163</p> <p>554,186</p> <p>8,160</p>
ii)	<p>Defined benefit plans The company has an unfunded defined benefit gratuity plan. Every employee who has qualified and completed five years or more of service gets a gratuity on separation equal to 15 days salary (last drawn salary) for each completed year of continuous service or part thereof in excess of six months, subject to a maximum laid down by law.</p> <p>The company has undertaken an actuarial valuation in respect of gratuity liability for its employees and provides for it in its books of accounts; but does not contribute the amount to any fund or trust.</p> <p>Opening balance of accrued gratuity liability</p> <p>Add: Provision for the year</p> <p>Less: Payments during the year</p> <p>Less : Actuarial (Gain) recognised</p> <p>Closing balance</p>	<p>24,68,036</p> <p>5,99,111</p> <p>30,67,147</p> <p>3,77,811</p> <p>(1,77,400)</p> <p>28,66,736</p>	<p>26,15,788</p> <p>5,69,802</p> <p>31,85,590</p> <p>2,61,617</p> <p>4,55,937</p> <p>24,68,036</p>

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
<b>2.</b>	<b><u>DISCLOSURES PURSUANT TO IND AS 23 : BORROWING COSTS</u></b>		
	Borrowing costs capitalised during the year	<u>NIL</u>	<u>NIL</u>
<b>3.</b>	<b><u>DISCLOSURES PURSUANT TO IND AS 108 : SEGMENT REPORTING</u></b>		
	The company operates only on one segment which is the company's primary segment i.e.	Cotton Textiles	Cotton Textiles
<b>4.</b>	<b><u>DISCLOSURES PURSUANT TO IND AS 24 : RELATED PARTY DISCLOSURES</u></b>		
1	In terms of the Accounting Standard 24 requiring disclosure of related parties, the following persons have been identified as Related Parties:		
i)	Key Management Personnel:		
	Shyamlal Agarwala	Managing Director	
	Manoj Kumar Jhaharia	Joint Managing Director	
	Pramod Kumar Jhaharia	Chief Executive	
ii)	Enterprises that have a member of key management in common with the company:		
	<b>Shristi Cotspinn Private Limited</b>		
2	Transactions with related parties: Nature of transactions		
a)	Key Management Personnel:		
i)	Rent payments to Related Parties - Administrative office (Relative of Managing Director)	3,00,000	2,90,000
ii)	Remuneration to Managing Director	25,99,385	28,29,531
iii)	Remuneration to Joint Managing Director	19,70,538	19,85,538
iv)	Remuneration to Director	12,00,000	12,00,000
v)	Sitting fees to other Directors	42,000	48,000
vi)	Travelling reimbursement to Other Directors	42,000	48,000
vii)	Remuneration to chief executive:		
	Salary	11,78,400	11,78,400
	Company's contribution to PF and Other funds	21,600	21,600
		<b>12,00,000</b>	<b>12,00,000</b>
	<b><u>BREAK UP OF MANAGERIAL REMUNERATION PAID</u></b>		
	<b><u>MANAGING DIRECTOR</u></b>		
	Salary	24,00,000	24,00,000
	Perquisites	84,000	84,000
	Medical Reimbursement	-	-
	Gratuity Provision	1,15,385	1,15,415
	Commission to Managing Director		2,30,116
		<b>25,99,385</b>	<b>28,29,531</b>
	<b><u>JOINT MANAGING DIRECTOR</u></b>		
	Salary	18,00,000	18,00,000
	Perquisites	84,000	84,000
	Medical Reimbursement	-	15,000
	Gratuity Provision	86,538	86,538
		<b>19,70,538</b>	<b>19,85,538</b>



No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
b)	Enterprises that have a member of key management in common with the company:		
	Sale of Goods		
	Shristi Cotspinn Private Limited	91,81,195	12,968
	Purchase of Goods		
	Shristi Cotspinn Private Limited	96,09,282	21,51,951
<b>5.</b>	<b><u>DISCLOSURES PURSUANT TO IND AS 33 :</u></b>		
	<b><u>EARNINGS PER SHARE</u></b>		
	Net Profit after tax Before other Comprehensive Income (A)	1,17,34,967	1,63,03,588
	Number of equity shares (B)	52,62,400	52,62,400
	<b>Basic EPS (A/B)</b>	<b>2.23</b>	<b>3.10</b>
	Number of equity shares (B1)	52,62,400	52,62,400
	<b>Diluted EPS (A/B1)</b>	<b>2.23</b>	<b>3.10</b>
<b>6.</b>	<b><u>DISCLOSURES PURSUANT TO IND AS 12 :</u></b>		
	<b><u>TAXES ON INCOME</u></b>		
	In terms of Accounting Standard 12 working for Deferred Tax Asset has been recognised on account of prudence and the estimated reliability within a reasonable point of time.		
	Net Deferred Tax Asset/Liability in respect of the year ending 31st March 2020 and earlier credited / debited to profit & loss account and Net Deferred Tax Liability as on 31st March, 2020 are computed as below:		
	<b>Deferred Tax Liability:</b>		
	On Depreciation	1,49,12,000	1,45,39,000
	On Deferred Revenue expenditure	-	-
		1,49,12,000	1,45,39,000
	Deferred Tax Asset:		
	1. Fiscal Provisions		
	A.Provision For Bonus	4,52,000	4,68,000
	B.Provision For Tax on Electricity Self Generation	3,05,000	2,94,000
	2. Disallowed U/s.40A(7)	2,23,000	2,15,000
	3. Disallowance of Perquisites	-	-
	4. Provision For Doubtful Debts	-	4,17,000
	5. Unabsorbed Loss C/F	-	-
	6. MAT Credit Carried forward for Set off	17,91,600	51,40,800
		27,71,600	65,34,800
	Net Deferred Tax Liability	1,21,40,400	80,04,200
	Deferred Tax Liability at the beginning	80,04,000	64,37,000
	Net Deferred Tax Liability debited to Statement of Profit and Loss	-	-
	Net Deferred Tax Liability credited to Statement of Profit and Loss	(41,36,400)	(15,67,200)

No	Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
<b>7.</b>	<b><u>OTHER DISCLOSURES</u></b>		
a	The company has contributed to trade related research institutions by way of annual subscription	15,000	30,260
b	In the option of the Board of Director : the assests other than fixed assets and non-current investments, do have a value on realization in the ordinary course of busines, at least equal to the amount at which they are stated.  Amounts are required to be transferred to Investor Education & Protection Fund	-	3,37,660
c	Previous year figures have been reworked grouped and regrouped to conform to the current year classification to make it comparable.		

Subject to our report of even date attached  
for **GOPALAIYER AND SUBRAMANIAN**  
Chartered Accountants (FRN 000960S)

For and on Behalf of the Board

**R.Mahadevan ( Membership No. 27497)**  
Partner

**Shyamlal Agarwala**  
Managing Director  
DIN 00003055

**Manoj Kumar Jhajharia**  
Joint Managing Director  
DIN 00003076

Place : Coimbatore  
Date : 25<sup>th</sup> June 2020

**K.B. Sajith**  
Company Secretary  
ACSNO.35602

**M.S. Selvaraj**  
Cheif Financial Officer