

Date: 09.08.2019

To,

The Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 NSE Symbol: RUPA	The Department of Corporate Services BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 533552
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Respected Ma'am/ Sir,

Sub: Regulation 30, 34 & 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 91 of the Companies Act, 2013. read with allied Rules)

Sub: Intimation regarding 34th Annual General Meeting, Record Date and Book Closure

We write to inform you that the 34th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, September 06, 2019, at 11:00 am., at Kala Kunj, 48 Shakespeare Sarani, Kolkata-700017. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means. The cut-off date (record date), for determining Members eligible to vote at the said ensuing AGM, has been fixed to be Friday, August 30, 2019.

We have enclosed herewith, a copy of the Notice calling the aforesaid ensuing AGM and Annual Report of the Company for the Financial Year 2018-19.

Further, pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 31, 2019 to Friday, September 06, 2019 (both days inclusive), for taking record of the Members of the Company for the purpose of payment of Dividend on Equity Shares of the Company, for the Financial Year ended March 31, 2019, and the aforesaid ensuing AGM.

Symbol and Scrip Code	Type of Security	Book Closure (Both days Inclusive)		Purpose
		From	To	
NSE Symbol: RUPA BSE Scrip Code: 533552	Equity	Saturday, August 31, 2019	Friday, September 06, 2019	Payment of Dividend on Equity Shares of the Company, for the Financial Year ended March 31, 2019

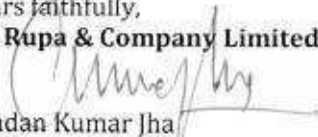
Please note that the Members whose names will appear in the Register of Members as at the close of business hours on Friday, August 30, 2019, will be eligible for Dividend to be declared at the aforesaid ensuing AGM. In respect of the shares held in Electronic Form, the Dividend will be paid to those Members whose names shall appear as beneficial owners as at the end of the business hours on Friday, August, 30, 2019, as per details to be furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited.

This is for your reference and record.

Thanking you.

Yours faithfully,

For **Rupa & Company Limited**


 Kundan Kumar Jha
Company Secretary & Compliance Officer
ACS 17612





RUPA & COMPANY LIMITED

ANNUAL REPORT
2018-19



GROWTH COMES WITH UNCEASING ENDEAVORS

In the course of unceasing endeavours

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Please find our online version at
<http://rupa.co.in/annual-report-accounts/>
Or simply scan to download

This is the world of Rupa & Company Limited where growth comes with unceasing endeavours.

Since inception, we have worked towards establishing ourselves as a leading player in the manufacture and sale of quality innerwear and fashionwear products. We have been persistent in our aim to establishing and maintaining market leadership and be able to achieve unprecedented growth for our stakeholders.

At Rupa, we are passionate about making measurable impact through everything we do. Today in the changing demographics, growing young population and ever demanding customer is ready to experiment with colours, fashion and trends etc. Our wide range of products, adoption of new technology, strategies to connect to newer markets and ever increasing distribution models are testament to our efforts. Our culture of empowerment, agility, bias for action and consumer-centricity are today makes us one of the most preferred fashion-innerwear brand accessible across social and economic boundaries.



In the cover the connected hands through a well established tree depicts the intrinsic value and synergy with which the Company has been able to collaborate and grow with its integrated stakeholders.

Softline

LEGGINGS

EFFORTLESS
YOU



Anushka Sharma



available in
Colours **100+**
COTTONWOOD

4th COTTON
STRETCH FABRIC

available in
**FREE SIZE
TO FIT ALL**

The unceasing endeavours with a promise of trust and value

At Rupa & Company Limited we strive to provide consumers with a unique blend of qualitative and fashionable knitwear products. We are primarily engaged in 5 main product categories - **Innerwear, Casualwear, Kidswear, Winterwear and Footwear**. In more than five decades we have evolved from a mere knitwear company to a global brand focussed on serving our consumers worldwide.

artsy
is the
new
sexy

START
SOMETHING
SEXY

EURO
FASHION INNERS

Vision



Through a constant spirit of innovation and improvement for creating best-quality products, we aim to consolidate our position as the national frontrunner and a global leader in the innerwear and casualwear categories.

Why Rupa is so close to investors



A strong Brand

One of the oldest innerwear brands in the country, today Rupa caters to various consumer segments at various price points.

Gross Profit Margin

37%



A strong distribution network

We have a strong sales and distribution network diversified across the nation.

Network of

1,25,000

retailers across India



Exquisite styles

We cater to the continuously evolving demand of today's customer through its plethora of Inner Wear, Casual Wear, Active Wear, Sleep Wear, Lounge Wear and Thermal Wear for men, women and kids.

Registered number of trademarks

100+



Socially Responsible

We believe that for growth to be responsible, it should go beyond numbers. It should go to the society to create a better world.

CSR spend during 2018-19

257 lakhs



Digitally connected

In this digital era, we are increasing focus on online channels (including our own website and other platforms) to reach our consumers and are developing digital marketing approaches for our products.

7

leading e-commerce portals where products of Rupa are available



Strong connect

We enjoy a closer bonding between the dealers, the consumers and our various brands. Our products are designed as per international standards with a local flavour.

1000+

dealers of our sales are derived from basic, premium and super-premium products



Founder's Statement

Dear Shareholders

We are pleased to write to you on the performance of Rupa & Company Limited during the year 2018-19. Apart from being one of the country's largest branded knitwear company, with iconic brands such as Jon, Frontline, Euro, Bumchums, Softline, Macroman, Thermocot, Torrido and M-Series. The Group also has exclusive license with international brands of repute "Fruit of the Loom" and "FCUK" to manufacture, distribute, advertise and sell their innerwear and related products in India. We believe that the local consumer going global in their preferences towards a branded fashionable and iconic innerwear and fashionwear will therefore benefit the Company's portfolio immensely, in the years ahead.

In the year under review, the Company has delivered a mixed performance. While revenues have grown at 1.70% during the year, net profits have declined compared to the previous year. We are at an important stage in our journey. Over the

last few year, your Company has undertaken key initiatives to drive long-term growth – strengthening its core brands, exploring new categories, streamlining its operations for better organisational effectiveness and agility, and embedding digitisation in key areas of the value chain.

Dedicated to nation-building

India lives in seven hundred thousand villages. Though Mahatma Gandhi said this several decades ago, this is still very much true. We will divide the market opportunities into rural and urban. In rural markets, at present the consumption level is low. However, with several positive initiatives by the government, the disposable income of rural consumers is on the rise and there is great opportunity for the future. Also, consumers are increasingly shifting from proxy products to branded ones. Our product quality, price accessibility and reach provide us a good ground to capture this opportunity.

In the urban markets, the consumers are increasingly demanding new and differentiated products. Our strong R&D capabilities and ability to understand the unmet needs of consumers position us attractively for this market. We are doing a lot of innovation for this segment to deliver products that can improve consumer experience and make their fashion better. We are proud of the fact that Rupa has been awarded with “Promising Brands-2018” by The Economic Times.

Being environmentally sustainable

We believe that the environment belongs to every living creature on the earth. Nobody has the right to pollute the air, water, and soil. Focussed on this, we built a culture where people are motivated to take care of nature. We ensure that our products are sustainable by using environmentally benign raw materials in production. We have taken measures to ensure that no pollution emanates from our factories.

Gaining consumer trust

We gain consumer trust by providing them with quality products, which meet their needs. For stringent quality control, we ensure that the products are manufactured at our state-of-the-art facilities. Consumer need and gap identification is one area where we really score brownie points. This is made possible by our robust marketing team and local feet-onstreet team, who have close relations with the entire value chain down to the consumer level. Insights from them are leveraged to develop these efficient and cost-effective products.

Digital Foray

By all accounts e-commerce is going to be very influential channel for retail. According to Boston Consulting Group

(BCG), fashion is the first category that most Indians (28%) buy online; mobile phones follow at 20%. BCG study shows that 50% of those who buy fashion online are from Tier II and smaller cities, a geography that is of strategic importance to our Company products. The drive towards embracing the digital era will help establish greater relevance for our brands with our consumers and cement our presence even further.

Outlook

Going forward, we see tremendous opportunities ahead to serve the evolving needs and aspirations of the new generation Indian consumer. By all accounts, the long-term trends in the Indian innerwear and fashionwear market continue to be positive. Increase in personal incomes, higher aspirational levels in Tier II, III and IV towns and all round growth in consumerism will continue to drive the growth. We hope to achieve robust growth in coming years. The management is also regrouping initiatives in export markets. All in all, we look forward to a good year.

Closing remark

We will keep making better products to ensure formidable growth, keeping in mind the interest of all our stakeholders, who have consistently reposed their trust in us. We would like to thank our employees and all other stakeholders for all their efforts and successes.

With warm regards

Prahlad Rai Agarwala, Chairman

Ghanshyam Prasad Agarwala, Vice-Chairman

Kunj Bihari Agarwal, Managing Director





From CEO's Desk

Rupa has evolved to become the frontrunner in India and a player in global markets with far-reaching footprints and millions of satisfied customers. The brand portfolio of Rupa has value brands which have enjoyed a very high brand equity over the years, like Frontline, Jon, Macroman, Euro, Bumchums, Footline as well as thermal wear brands, Thermocot and Torrido. Rupa's premium brands include Macroman M-Series, Macrowoman W-Series, Softline and Femmora along with the exclusively licensed international brands, Fruit of the Loom and French Connection.

Launch of Rupa's Antibacterial Perfumed Vest

We are proud to launch India's first Antibacterial Rupa Frontline Perfumed Vest, Hunk Perfumed Vest and Jon Scented Vest, with the Power of 3, i.e. Fresh, Hygienic and Odourless concept. This product promises to keep the consumer fresh from humidity of the long summer days, with following specialities:

- * A Special fragrance that will last across many washes;
- * High Quality cotton fabric;
- * Antibacterial micro capsules that will refrain your body from producing any bad odour.

Rupa is perfectly poised for growth in the coming years and we have identified growth areas in our value brands and our premium brands as well as our high prospect markets to quickly capture market share and are working aggressively towards them. The Company's aggressive growth plans include expansion of footprints in South and Central India, as

well as beyond Indian shores into international markets viz, the Middle East, South Asia, South East Asia and others. The Company is also targeting aggressively to increase its market share in Women/Kids segment and have plans and processes been placed to meet the set target. We are also seeing huge opportunities in online as well as large store business.

During the year, we are planning to launch new products to meet the consumer's needs and expectations as well as to meet our aggressive target for coming years. We are confident with strong belief of moving ahead in tandem with the needs of the modern day consumer that Rupa will continue to grow over the coming years to perfectly suit the fashion of the day.

Dinesh Kumar Lodha

Chief Executive Officer

RUPA[®]
Jon



**SCENTED
VEST**

*Freshness with
Fragrance*

• SKIN FRIENDLY • ANTI BACTERIAL

AVAILABLE IN

WHITE RN, RNS &

Aishwarya PLAIN
PANTIES



VESTS - BRIEFS - DRAWERS - PANTIES

The unceasing endeavours which have set us apart

At Rupa we are well prepared to carve of the best of the available opportunities by meeting various aspirations of todays consumer. With an aim of creating a stylish nation we are all ready to splurge and take on the opportunities.



Robust value chain

Product Design and Development

★ Labour intensive process partly outsourced to job workers, over 80% of which associated with RUPA for 15+ years

Product Concept

Continuous investment in product designing and innovation.

Manufacturing

Spinning*

Control on entire procurement and handling of raw materials - reliable logistics and supply chain set up for strong inventory control. Procurement only after quality test at our internal lab.

Knitting & Processing*

State of the Art manufacturing facilities situated at Bengaluru (Karnataka), Tirupur (Tamil Nadu), Domjur (West Bengal) and Ghaziabad (NCR).



Competitive advantage

Rupa and Company Limited with its diversified product offering which includes Vests, Briefs, Drawers, Bermudas, Capri's, T-shirts, Loungers, Boxer Shorts, Sleep Wear, Thermals for Men; Bras, Panties, Camisole, Leggings, T-shirts, Capri's, Loungers, Thermal Uppers & Lower for women; Vests, Briefs, Drawer, T-shirts, Bermudas, Loungers and Thermals for Kids; plus Baba Suits and Frocks for Toddlers & backed by the promoters with a keen foresightedness to drive the business at newer heights supported by an experienced professional management team today sets apart the Company as a leading knitwear in the country.

Bumchums

COMFORT WEAR | RELAX WEAR | ATHLEISURE
KIDS WEAR | INFANT WEAR



Cutting

After due quality inspection and lab testing product is passed to in-house cutting section CNC and CAD technology is adopted in order to have accuracy in design and consistency in capacities.

Stitching*

Specification and technical know-how support provided to all vendors to have consistency in quality and quantity.

Logistics and Distribution

Warehouse

4 Central warehouse facilities located at Kolkata, Tirupur, Bengaluru and Ghaziabad well connected for end to end transportation facility.

Distribution

Direct and Wholesale Distribution Channels.

The unceasing endeavours which have helped us to deliver consistent results

The bigger picture of creating value for all our stakeholders drives our strategies and operations. We follow a customer-led approach to business, with a strong focus on sustaining margins and market share. As partners in the nation's progress, we contribute to with the economy, as well as the economies of various regions, through our business with suppliers, through wages, salaries and taxes paid and long-term capital investments.

FRONTLINE
PREMIUM INNERWEAR



**ANTI BACTERIAL
PERFUMED VEST**

PRODUCT CODE

**HUNK Vest
#72P**



Be stylish and stay

fresh all day



PERFUMED
VEST



TREATED IN
ANTIBACTERIAL
MICRO CAPSULE



HIGH QUALITY
COTTON FIBRE

Revenue from Operations (₹ in Lakhs)

2014-15	96,906.69
2015-16	1,01,302.96
2016-17	1,08,429.58
2017-18	1,08,975.57
2018-19	1,10,824.10

PAT (₹ in Lakhs)

2014-15	6,570.70
2015-16	7,795.37*
2016-17	7,715.09
2017-18	9,461.43
2018-19	9,337.38

*Including Exceptional Items

EBIDTA (₹ in Lakhs)

2014-15	13,887.39
2015-16	13,509.65
2016-17	14,450.33
2017-18	16,945.62
2018-19	17,530.65

Earnings Per Share (₹)

2014-15	8.2
2015-16	9.80*
2016-17	9.7
2017-18	11.9
2018-19	11.74

*Including Exceptional Items

Dividend Per Share (₹)

2014-15	2.75
2015-16	2.75
2016-17	2.75
2017-18	3.00
2018-19	3.00*

*Recommended by the Board

Net Worth (₹ in Lakhs)

2014-15	31,366.88
2015-16	36,530.12
2016-17	44,276.94
2017-18	51,093.04
2018-19	57,555.57

Market capitalization (₹ in Lakhs)

2014-15	1,69,864.46
2015-16	2,17,459.91
2016-17	2,59,806.74
2017-18	2,96,109.70
2018-19	2,72,968.05

CRISIL AA-/STABLE and
CRISIL A1+ for the long term and
short term debt instruments/facilities,
respectively

The unceasing endeavours which have led us to create value retail

Rupa is a customer centric brand with a focus on making a difference in the lives of its customers. We work continuously to redefine our brand and business strategy to address the dynamically evolving consumer aspirations and their ever-widening expanse of diverse desires. Our homegrown brands are well connected to the consumers in terms of product lines and developing different labels at reasonable price points will expand our customer base. We are deeply ingrained into the urban as well as rural consumers heart and are now focusing into Tier II, Tier III cities and unconnected rural areas to cater to value-focused customers.

Our differentiated branding strategy comprises advertising in print media, electronic channels and endorsement by famous Indian personalities. We have engaged Ranveer Singh for Frontline, Ranbir Kapoor for the premium positioning of Macroman M-Series, Anushka Sharma for Softline and Siddharth Malhotra for EURO. We have also sponsored Bollywood Night Programme to enhance our brand visibility. To connect more with consumers we have co-sponsored Team Rajasthan Royals (during IPL 6th edition) and co-sponsored Team Sunrisers Hyderabad (during IPL 11th and 12th edition).

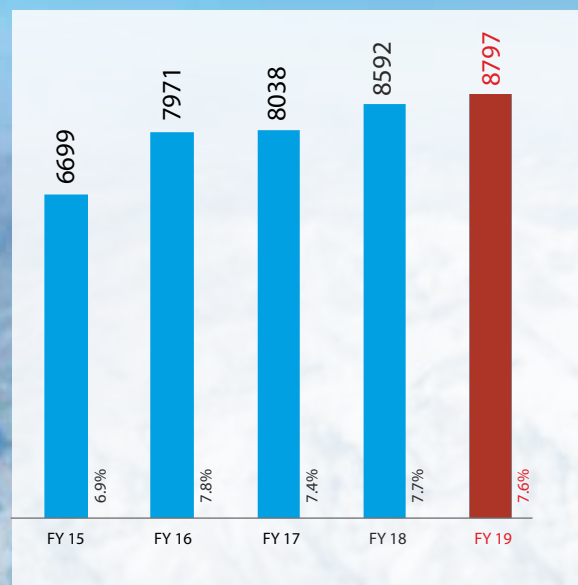
Being a pull brand, Rupa will continue to maintain its niche market and will ensure there is no brand dilution. We have ensured the ethos of the brand is not affected and the brand image is maintained. Our business plans are aligned to sustain competitive advantage in the marketplace and win the loyalty of customers.

Our bouquet of brands



Spending on Brand Development

(₹ in lakhs)





Rupa created history on May 21, 2019 when the brand proudly held its flag right on the summit of the World's highest peak-Mount Everest to celebrate it's 50th anniversary.

Rupa and Company Limited has successfully emerged as one of the leading player in the hosiery industry in India. In the same spirit, brand Rupa has declared to the world once again that nothing is impossible for a true winner.



SCALING THE TOP COMES NATURALLY TO US
ON TOP OF THE WORLD
TEAM RUPA UNFURLS ITS FLAG ON MT EVEREST.

THERMOCOT

IT'S VERY VERY HOT



India's Most Popular Thermal Wear
for Men, Women & Kids

सर्दियों में
only
TORRIDO



TORRIDO

PREMIUM THERMAL

STRETCHABLE | BODY-HUGGING | ATTRACTIVE COLOURS | SOFT AND NON-ITCHY

Softline
LINGERIE

EFFORTLESS
YOU



#DoTheSox



FRONTLINE

FRONTLINE
PREMIUM INNERWEAR

HUNK



083
NEW
ARRIVAL



072



082



078

IS THERE A HUNK IN YOU ?


The unceasing endeavours which have led us to be digitally ahead

In the wake of widespread digitisation, the organisation is evolving to combine operational changes and digital applications needed to underpin the experiences that today's consumers demand. We are mapping out cutting-edge digital strategies that enable greater agility, and precision and optimise existing processes to yield improvements in performance.


Following an upward growth trajectory, the e-commerce industry has transformed the way business is done in India. Having forayed into this space in 2015, Rupa has identified e-commerce as one of its key focus areas in terms of its distribution channels. Today, our e-commerce presence has gone up significantly through platforms like Myntra, Amazon, Jabong, Snapdeal, Flipkart, Firstcry, Paytm. We have also developed our own online store known as rupeonlinestore.com.

- E-commerce Industry is expected to grow manifold in coming years.
- Rupa intends to develop a robust tech based warehouse infrastructure to support Pure Play Market Place business Model.
- Rupa intends to develop packs/combo based on requirements of each customer.


Growth strategies




Listen
With data and analytics we are able to identify trends that highlight a consumer unmet needs which we fulfil through disruptive innovation.




Reach
The world is moving towards hyper targeted communication. Our digital capabilities help us reach the right consumer depending upon the digital cohort that they are part of and address their explicit and latent needs.




Automation
We have already put in place a lot of automated tools and systems at online platforms to make us future consumer ready.



Analytics
At the scale which we operate, we are exposed to unprecedented amount of data. We intend to leverage the information of this data through various deployments which will enable us to be efficient and effective in various desired business outcomes.



Sell
Supported by contemporary technology, we aim to develop strategies to influence sales through various coupons and subscriptions both online and offline.



Engage
We understand that consistent and relevant communications influence the purchasing behaviour of one consumer. Towards this we aim to map the consumer's journey through relevant brand building exercises and imparting our sales force with proper digital training and learning sessions.

The unceasing endeavours which have led us to maintain highest standards of governance and maintain quality

Doing the right thing' underpins our ambition to deliver performance and build our reputation as a company that is trusted and respected by our stakeholders. In pursuit of our ambition, we are setting new standards of governance and compliance, thus reinforcing our position as industry thought leader.



Ensuring quality

Our performance has come from the extension of the value beyond a one-off transaction into a sustainable relationship across the long-term. This relationship is equally built on the pillars of our decades of servicing to the clients with a unwavering focus on quality. Delivery of quality products is always the top-most agenda of our organisation. Our quality control personnel examine and inspect every aspect of the production and supply-chain with stringent intermediate checks, resulting in the supply of world-class products to our customers and minimal rejects.

Over the years our Company have been accredited with various awards and certifications.



Comfort of lenders

Our strong financials are backed by impeccable credibility across our value chain as well as banks financial institutions. In a significant reassessment and recognition of our trustworthiness, the long-term credit rating of the Company stood at CRISIL AA-/Stable and CRISIL A1+ for the long term and short term debt instruments/facilities, respectively. These standings have given us access to low cost finance as we are able to raise funds at various intervals from our lenders consortium banks. Such healthy credit lines enabled the Company to fully exploit the low cost purchase opportunity of various inputs at competitive prices and help the company remain agile.



Promising Brands 2018 conferred by [The Economic Times](#)



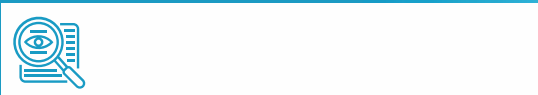
Largest Manufacturer of hosiery products (inner & outer wear) in India by [Limca Book of Records](#) for the last 14th year as on 2017



Kolkata Best Employer Brand 2017 by [Employer Branding Institute - India](#)



We always aim to built a multi-ethnic organisation focusing on highest standards of governance practices and improved shareholders return.



Prudent governance practices

Our governance philosophies are based on transparency, accountability, values and ethics and are an integral part of the management's initiative in its pursuit towards excellence, growth and value creation. Our commitment towards highest standards of ethical governance practices and disclosure practices through a optimum combination of Executive and Independent Directors along with qualified and experienced professionals to ensure that the affairs of the Company are managed in the best interest of all stakeholders. We are committed to fulfilling their expectations by strengthening current operations and leveraging future opportunities and de-risking our enterprise from the cyclicality of a single product segment and delivering visibility of our income in more ways than one.

Bumchums



The unceasing endeavours which have led us to fulfil our sustainability commitments

A company that puts the consumers' needs first has a much longer life as a market leader than a company that solely eyes profit. We do not just make products, but we enhance lives, create value, and stand out in a crowd.

People company

In the consumer products industry, motivated and well-equipped employees are the single biggest factor of success. We combine professionalism with the binding values of family, support and respect of employees, and promote entrepreneurship to provide a happy and caring culture. This not only improves employee well being and productivity, but it also propels them to higher goals of going beyond self and organisation to serve the consumers and make a tangible difference to their lives. This ultimately translates into financial performance and customer satisfaction.

We operate with a strong belief that giving back to the society and contributing towards its sustainable development is our responsibility. The Company and its people are committed to society, ecology and environment. The Company also realizes that caring for the society, country and the planet is not philanthropy or generosity— it is the very way of doing sustainable business. This makes our Company one of the best place to work in the Knitwear - Innerwear and Fashionwear industry.

Weaving community sustainability

Weaving community sustainability refers to our belief in giving back to the society through responsible and sustainable operations. Building and maintain a harmonious relationship with the community and working towards their upliftment is deep-rooted in our corporate culture.



Safe drinking water



Healthcare



Education



Eradicating hunger and malnutrition



Animal welfare



Restoration of a site of historical importance



The Company is making available safe drinking water including maintenance thereof, at public places mainly in Kolkata and surrounding area in West Bengal.





The Company is engaged in providing health care including preventive health care to the needy people of the society through various organisations



Through Annamrita Foundation the Company is engaged for eradicating hunger and malnutrition amongst the needy children through Mid-day Meal



The Company has constructed a school in Medinipur District of West Bengal, i.e. Vivekananda Vidyavikash Parishad and is also supporting educational activities being conducted by various organizations including Udayan Care. Rupa Foundation, a trust founded by the promoters of Rupa Group carries on various vocational activities for the needy people of the society.



The Company is engaged in development and restoration of oldest Ghat in India, i.e. Manikarnika Ghat in Varanasi, Uttar Pradesh, a site of historical importance.



Corporate Information

Board of Directors

Mr. Prahlad Rai Agarwala, *Chairman*
Mr. Ghanshyam Prasad Agarwala, *Vice-Chairman*
Mr. Kunj Bihari Agarwal, *Managing Director*
Mr. Ramesh Agarwal, *Whole-time Director-cum-Chief Financial Officer*
Mr. Mukesh Agarwal, *Whole-time Director*
Mr. Niraj Kabra, *Executive Director*
Mr. Dipak Kumar Banerjee, *Independent Director*
Mr. Dharam Chand Jain, *Independent Director*
Mr. Sushil Patwari, *Independent Director*
Mrs. Alka Devi Bangur, *Independent Director*
Mr. Vinod Kumar Kothari, *Independent Director*
Mr. Ashok Bhandari, *Independent Director*
(Appointed w.e.f. August 10, 2018)
Mr. Satya Brata Ganguly, *Independent Director*
(Resigned on July 3, 2018)

Chief Executive Officer

Mr. Dinesh Kumar Lodha

Company Secretary & Compliance Officer

Mr. Kundan Kumar Jha

Statutory Auditors

M/s. Singhi & Co.
Chartered Accountants

Secretarial Auditor

M/s. Nidhi Bagri & Company
Practising Company Secretary

Bankers

IndusInd Bank Ltd.
State Bank of India
Citi Bank N.A.
Standard Chartered Bank
HDFC Bank Ltd.
Kotak Mahindra Bank Ltd.
Yes Bank Ltd.
DBS Bank Ltd
The Hongkong and Shanghai Banking Corporation Ltd.

Board Committees

Audit Committee

Mr. Vinod Kumar Kothari, *Chairman*
Mr. Ramesh Agarwal, *Member*
Mr. Mukesh Agarwal, *Member*
Mr. Dipak Kumar Banerjee, *Member*
Mr. Sushil Patwari, *Member*
Mr. Ashok Bhandari, *Member*

Nomination and Remuneration Committee

Mr. Dipak Kumar Banerjee, *Chairman*
Mr. Sushil Patwari, *Member*
Mr. Vinod Kumar Kothari, *Member*

Corporate Social Responsibility Committee

Mr. Prahlad Rai Agarwala, *Chairman*
Mr. Kunj Bihari Agarwal, *Member*
Mr. Vinod Kumar Kothari, *Member*

Stakeholders' Relationship Committee

Mr. Sushil Patwari, *Chairman*
Mr. Ramesh Agarwal, *Member*
Mr. Mukesh Agarwal, *Member*

Risk Management Committee

Mr. Dipak Kumar Banerjee, *Chairman*
Mr. Ramesh Agarwal, *Member*
Mr. Mukesh Agarwal, *Member*
Mr. Niraj Kabra, *Member*
Mr. Vikash Agarwal, *Member*
Mr. Arihant Kumar Baid, *Member*

Operations Committee

Mr. Kunj Bihari Agarwal, *Member*
Mr. Ramesh Agarwal, *Member*
Mr. Mukesh Agarwal, *Member*

Registrar and Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor
Kolkata - 700 001
E-mail ID: mdpldc @ yayoo.com
Website: www.mdpl.in

Registered Office

Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071
Phone: +91-33-4057 3100, Fax: +91-33-2288 1362
Website: www.rupa.co.in, E-mail ID: connect@rupa.co.in
CIN: L17299WB1985PLC038517

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Dear Shareholders,

The Directors have pleasure in presenting their 34th Annual Report on the business and operations of the Company, along with the Audited Accounts of the Company, for the Financial Year ended March 31, 2019.

Financial Highlights

The financial performance of the Company is summarized hereunder:

Standalone Financial Review

(₹ in Lakhs)

Particulars	2018-19	2017-18
Revenue from Operations	1,10,824.10	1,08,975.57
Profit before Finance Costs, Tax, Depreciation/ Amortization (PBITDA)	17,530.65	16,945.62
Less: Finance Costs	1,672.75	759.18
Profit before Tax, Depreciation/Amortization (PBTDA)	15,857.90	16,186.44
Less: Depreciation	1,317.40	1,441.18
Profit before Tax (PBT)	14,540.50	14,745.26
Less: Tax Expense	5,203.12	5,283.83
Net Profit after Tax (PAT)	9,337.38	9,461.43
Other Comprehensive Income	1.28	(13.20)
Total Comprehensive Income for the year	9,338.66	9,448.23

Consolidated Financial Review

(₹ in Lakhs)

Particulars	2018-19	2017-18
Revenue from Operations	1,15,470.13	1,12,036.86
Profit before Finance Costs, Tax, Depreciation/ Amortization (PBITDA)	15,304.22	15,791.65
Less: Finance Costs	1,855.25	810.49
Profit before Depreciation/Amortization (PBTDA)	13,448.97	14,981.16
Less: Depreciation	1,501.17	1,578.65
Profit before Tax (PBT)	11,947.80	13,402.51
Less: Tax Expense	4,530.02	4,779.52
Net Profit after Tax (PAT)	7,417.78	8,622.99
Other Comprehensive Income	4.29	(12.52)
Total Comprehensive Income for the year	7,422.07	8,610.47

State of Company's Affairs and Future Outlook

The Company achieved a Turnover of ₹ 1,10,824.10 lacs during the Financial Year 2018-19, as against ₹ 1,08,975.57 lakhs in 2017-18, i.e., registering a growth of 1.70% over the last year. During the year, the Profit before Finance Charges, Depreciation and Tax stood at ₹ 17,530.65 lakhs, as against ₹ 16,945.62 lakhs during the previous year, an increase of 3.45% in comparison to previous year. The Net Profit for the year 2018-19 stood at ₹ 9,337.38 lakhs, as compared to ₹ 9,461.43 lakhs, during the previous year. Financial Year 2018-19 was very challenging, where the market faced liquidity stress which impacted working capital cycle resulting in higher finance cost and pressure on margin. However, the Company continued to maintain its credit policy to mitigate exposure to higher credit risk. In order to address the credit risk issue the Company is contemplating to extend easy financial solution to dealers which shall help them overcome liquidity stress in the market in general. Gradually, the Company is also moving some part of wholesale business to retailing business but the cycle to change over may take some time. Due to the transition in short term we are seeing some challenges in revenue but in long run this will be rewarding.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

On consolidated basis, the Turnover for the year 2018-19 was ₹ 1,15,470.13 lakhs, as against ₹ 1,12,036.86 lakhs in 2017-18. The Profit before Finance Charges, Depreciation and Tax stood at ₹ 15,304.22 lakhs during 2018-19, as against ₹ 15,791.65 lakhs during the previous year and the Net Profit for the year 2018-19 stood at ₹ 7,417.78 lakhs, as compared to ₹ 8,622.99 lakhs, during the previous year. The decrease in profit on consolidated basis was mainly due to loss in Oban Fashions Private Limited, Wholly-owned Subsidiary of the Company. In Oban, we are investing in brand building including modern trade and e-commerce, which has a long break-even point but very critical for the business, and been very good traction in modern trade including e-commerce and we are confident that this will give a good result in future.

The Company is engaged in the Manufacturing, Branding, Marketing and Sell of Men's and Women's Innerwear, Thermal wear and Casual wear for all sections of the society, like, Economy, Mid-Premium, Premium and Super-Premium. It has over 18 sub-brands and 8000 SKUs (Stock Keeping Unit), having a strong brand recall. In order to nurture its brands, the Company has been consistently involved in robust advertisement and brand promotion activities, thereby spending extensively on brand communication. In innerwear industry, the Company is a leader having a distribution network across India. The Company has a PAN-India presence with a large distribution network consisting of 4 central warehouses, 10 EBOs (Exclusive Brand Outlets), more than 1000 dealers and 1,25,000 retailers. It is also looking at enhancing availability through presence in e-commerce, MBOs (Multi-Brand Outlets) and LFRs (Large Format Retail Stores). The Company is also looking forward to open Rupa EBOs through the franchisee route across India and expand its retail footprint.

The Company has manufacturing facilities situated at Howrah Domjur, Tirupur, Bengaluru and Ghaziabad. The Company has sales offices situated at Kolkata, Patna, Mumbai, Delhi, Ghaziabad, Bengaluru and Tirupur. The Company follows efficient business strategy by outsourcing low end and labour intensive work and utilizes its resources on key areas involving value addition, product differentiation, branding and distribution.

The Company caters to all segment including men, women and kid segment with its wide bouquet of brands. The various sub-brands of the Company includes, Frontline, Jon, Air, Macroman, Euro, Bumchums, Torrido, Thermocot, Kidline, Footline, Softline, etc., catering to various segments, under its umbrella brand 'Rupa'. The brands are endorsed by leading celebrities including Ranveer Singh, Sidharth Malhotra and Anushka Sharma. The Company has also premium brand, Macroman M-Series, which is being endorsed by youth icon, Ranbir Kapoor, and the premium brand under Female segment, Macroman W-Series containing products like, lingerie, active wear and leisurewear.

Rupa through its Wholly-owned Subsidiary, Oban Fashions Private Limited, has acquired an exclusive license for the brand 'FCUK' and the brand 'Fruit of the Loom', to manufacture, market and sale of innerwear and other products in India. The FCUK and FOTL products has been launched at different locations in India. Going forward, these brands are expected to further strengthen and cement its position in the super-premium segment.

The male innerwear segment contributes significantly to the Company's business in comparison to the female innerwear segment. Presently, the Company is catering to female innerwear and loungewear space through its brands Jon, Softline and Macrowoman W Series. The Company is continuously striving at strengthening its female innerwear segment, as well and is open to grow in this segment through inorganic route also in domestic market.

The Company believes in the overall growth of its innerwear, thermal wear and casual wear business across India through its innovative designs, superior product quality, ability to create a sustainable business model, initiatives to nurture the in-house talent and the zeal towards the healthy creation of stakeholders' value. To overcome the various economical challenges, the Company, from time to time, revisits its marketing strategies. The Company has always been responsive towards the changing fashion needs by introducing new line of products across all segments.

The Company is focusing on enhancing its product offering in the children and women's segment with the introduction of new products and brands. The Company is also looking to foray into the women's lingerie segment and is looking for a tie-up for the same. Both the children and women's segment have a lower presence of organized players and hence, provide a huge opportunity for the Company. The Indian innerwear market is shifting from a price sensitive market to a fashion quotient market. Accordingly, the group is gradually increasing its presence in the premium segment with direct and indirect strategic tie-ups with foreign brands.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Subsidiaries

The Company has the following 3 (three) Wholly-owned Subsidiaries as on March 31, 2019:

- (i) **Euro Fashion Inners International Private Limited**, which was earlier engaged in selling hosiery premium products under the brand name "EURO", designed for the fashion conscious consumers, has transferred its Business Operations to its Holding Company through a Business Collaboration Agreement effective from April 1, 2014.

During the year under review, the Revenue from Operations, including Other Income, was ₹ 17.82/- lacs, as against ₹ 26.54 lacs during the previous year. Net profit during the year was ₹ 8.35 lacs, as compared to Net profit of ₹ 20.48 lacs, during the previous year.

- (ii) **Imoogi Fashions Private Limited**, which is engaged in manufacturing, processing and selling hosiery and outer casual wear products, of premium category for female and kids segments under the brand name "Femmora".

During the Financial Year under review, the Revenue from Operations, including Other Income, was ₹ 388.97 lacs, as against ₹ 400.70 lacs during the previous year. Net Profit during the year was ₹ 35.45 lacs, as compared to ₹ 34.99 lacs, during the previous year.

- (iii) **Oban Fashions Private Limited**, has been incorporated with the object, *inter alia*, to operate Indian business of international brands managed under licensing/ franchise/ joint venture/ ownership arrangements, etc.

Oban Fashions Private Limited, during the Financial Year 2016-17, has acquired the brand "FCUK" from the French Connection Limited, and the brand "Fruit of the Loom" from Fruit of the Loom, Inc, a New York Corporation, being a Wholly-owned Subsidiary of Berkshire Hathaway Company, to develop, manufacture, market and sale of the innerwear and related products under the respective brand names, in India.

During the Financial Year under review, the Revenue from Operations, including Other Income was ₹ 3,969.57 lacs, as against ₹ 2,955.31 lacs, during the previous year. Net loss during the year was ₹ 1,963.40 lacs, as compared to ₹ 893.91 lacs, during the previous year.

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the above subsidiaries are not material subsidiaries.

The statement in Form AOC-1 containing the salient features of the aforesaid subsidiaries has been separately annexed hereto, in terms of the first proviso to the Section 129(3) of the Companies Act, 2013, including any subsequent amendment thereto (the 'Act') read with Rule 5 of the Companies (Accounts) Rules, 2014. Further, the contribution of these subsidiaries to the overall performance of the Company is provided under the Notes to the Consolidated Financial Statements. The Audited Financial Statements, together with the Consolidated Financial Statements of the Company and other related information, and the Audited Accounts of the Company's subsidiaries are available on the website of the Company at www.rupa.co.in.

The Annual Accounts of the subsidiaries and the related detailed information shall be made available to the Members of the Company, seeking such information at any point of time. The Members may request for such information by writing to the Company Secretary at the registered office of the Company. The copies of the Annual Accounts of the subsidiaries remain open for inspection by the Members at the Company's registered office.

Except as stated hereinabove, the Company did not have any other subsidiary, joint venture or associate company, during the year under review.

Change(s) in the Nature of Business

During the year under review, there was no change in the nature of the business of the Company.

Dividend

For the Financial Year 2018-19, the Board of Directors of the Company has recommended a Final Dividend, for consideration of the Shareholders of the Company at the ensuing Annual General Meeting (AGM), @ 300%, i.e., ₹ 3 per share, for 7,95,24,560 equity shares of ₹ 1/- each, amounting to ₹ 23,85,73,680/- (Rupees Twenty Three Crore Eighty Five Lacs Seventy Three Thousand Six Hundred and Eighty Only). The dividend payout is in accordance with the Company's Dividend Distribution Policy.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

The Dividend Distribution Policy of the Company, adopted by the Board of Directors of the Company, pursuant to Regulation 43A of the SEBI Listing Regulations, as amended, is available on the website of the Company and also annexed hereto, marked as 'Annexure – I'.

Transfer of Shares and unclaimed dividend to IEPF

During the year ended March 31, 2019, the Company has transferred unclaimed and unpaid dividend for the Financial Year 2010-11, amounting to ₹ 1,59,255/- (Rupees One Lakh Fifty Nine Thousand Two Hundred Fifty Five only), to the IEPF. During the year ended March 31, 2019, 21 Equity Shares of ₹1/- each, held by 3 (Three) shareholders, in aggregate, whose dividends have remained unpaid or unclaimed for a period of 7 (Seven) consecutive years or more, as on the due date, have been transferred to the IEPF Demat Account, within the due date.

Demat Suspense Account / Unclaimed Suspense Account

There were no shares underlying in the demat suspense account or unclaimed suspense account.

Transfer to Reserves

The Board is not proposing to transfer any amount to the General Reserves of the Company.

Changes in Share Capital

During the year under review, there were no changes in the Share Capital of the Company.

Credit Rating

Crisil Limited, the Credit Rating Agency, has assigned the credit ratings CRISIL AA-/Stable and CRISIL A1+ for the long term and short term debt instruments/facilities of the Company, respectively. The details of the rating assigned by the Credit Rating Agency has been disclosed in the Corporate Governance Report, which forms part of this Annual Report.

Directors and Key Managerial Personnel

Details of Directors and Key Managerial Personnel (KMP) appointed, re-appointed or resigned during the year are as below:

Name	Date of Appointment/ Re-appointment/ Resignation
Mr. Satya Brata Ganguly	Resigned from the post of Independent Director, with effect from July 3, 2018
Mr. Ashok Bhandari	Appointed as an Independent Director, with effect from August 10, 2018
Mr. Ghanshyam Prasad Agarwala	Director retire by rotation, reappointed at the AGM on August 31, 2018
Mr. Ramesh Agarwal	Director retire by rotation, reappointed at the AGM on August 31, 2018
Mr. Dinesh Kumar Lodha	Appointed as Chief Executive Officer (KMP), with effect from February 25, 2019, at the Board Meeting held on February 8, 2019

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), the Members of the Company, at the 29th AGM held on September 11, 2014 had approved the appointment of Mr. Vinod Kumar Kothari, Mr. Dipak Kumar Banerjee, Mr. Sushil Patwari and Mr. Dharam Chand Jain, as an Independent Director of the Company, to hold office for 5 (Five) consecutive years up to the date of this ensuing AGM. Further, the appointment of Mrs. Alka Devi Bangur, as an Independent Director of the Company, for a period of 5 (Five) consecutive years, w.e.f. November 14, 2014, was approved at the AGM held on September 15, 2015. The above mentioned Independent Directors are eligible for re-appointment as an Independent Director of the Company for a second term of 5 (Five) consecutive years. Pursuant to the provisions of the Act and the SEBI Listing Regulations, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved their reappointment and recommended for the approval of the Members by way of special resolution at the ensuing AGM of the Company, to hold office for a further period of 5 (Five) consecutive years.

Mr. Prahlad Rai Agarwala, Chairman and Mr. Mukesh Agarwal, Whole-time Director, are liable to retire by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment.

Details of Directors to be re-appointed are provided in the Explanatory Statement to the Notice of the ensuing AGM. Further, details of Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

None of the Directors of the Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Act. Apart from the aforesaid, no changes in the Directors and KMPs have taken place during the period under review.

Declaration given by the Independent Directors under Section 149(7) of the Act

All Independent Directors of the Company have given their declarations to the Company that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

Number of Meetings of Board of Directors

During the Financial Year 2018-19, 4 (four) meetings of the Board of Directors were held, details of which are given in the Corporate Governance Report, which forms part of this Annual Report.

Separate Meeting of Independent Directors

During the year under review, the Independent Directors, without the presence of Non-Independent Directors and members of the Management, met on March 13, 2019 and, *inter alia*:

- (i) reviewed the performance of Non-Independent Directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- (iii) assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively & reasonably perform their duties.

Annual Evaluation of Performance

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Nomination and Remuneration Committee has laid down the criteria for performance evaluation on the basis of which the Board has carried out evaluation of its own performance, the performance of Board Committees and of the Directors individually.

The Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, in their separate meeting held on March 13, 2019, have reviewed the performance of Non-Independent Directors and the Board as a whole and also the performance of the Chairperson of the Company. The review of performance of Non-Independent Directors was done, on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning, attendance, leadership, etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in the knowledge and related industry expertise, roles and responsibilities of Board members, appropriate utilization of talents and skills of Board members, etc. The evaluation of performance of the Chairperson of the Company was conducted on various parameters, such as, leadership quality, capability, availability, clarity of understanding, governance & compliance and degree of contribution, etc.

The Nomination and Remuneration Committee of the Board, based on the report of the Independent Directors, evaluated the performance of the Non-Independent Directors. The said Committee members also evaluated the performance of the Independent Directors of the Company, based on the reports of the Executive Directors, considering their requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc.

The Board of Directors of the Company, based on the report of the Independent Directors and the Nomination and Remuneration Committee, evaluated the performance of Board and of individual Directors. The Board also carried out the evaluation of performance of its Committees on various parameters, such as, adequacy of meetings in enhancing the effectiveness of the Committee, existence of a defined set of objectives/ terms of reference, etc.

The result of review and evaluation of performance of Board, its Committees and of individual Directors was found to be satisfactory.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars related to the conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are annexed hereto, marked as 'Annexure – II'.

Particulars of Employees

The particulars of employees, as required under Section 197(12) of the Act, read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed hereto, marked as 'Annexure – III'.

Disclosure on Employee Stock Option/Purchase Scheme

Presently, the Company does not have any Employee Stock Option/Purchase Scheme.

Committees of the Board

As on March 31, 2019, the Board has 6 (six) Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility (CSR) Committee
- Risk Management Committee
- Operations Committee

Audit Committee

As on March 31, 2019, the Audit Committee comprised of 6 (six) Members, of which majority were Independent Directors. The details with respect to the composition of the Audit Committee, the number of meetings held during the Financial Year under review and attendance therein, and the terms of reference has been detailed out in the Corporate Governance Report, which forms part of this Annual Report.

Further, there were no instances wherein the Board had not accepted any recommendation of the Audit Committee.

Nomination and Remuneration Committee

Details pertaining to constitution of the Nomination and Remuneration Committee of the Board of Directors of the Company, number of meetings held during the Year under review, attendance therein and its terms of reference have been stated in the Corporate Governance Report, which forms part of this Annual Report.

Policy on Appointment and Remuneration

The Board, on the recommendation of Nomination and Remuneration Committee, as prescribed under Section 178(3) of the Act, has framed a Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and other employees of the Company and the same is available on the website of the Company, at the link, http://rupa.co.in/livesite/wp-content/uploads/2018/12/Remuneration_Policy.pdf. and is also annexed hereto, marked as 'Annexure – IV'.

Stakeholders' Relationship Committee

Details pertaining to the constitution of the Stakeholders' Relationship Committee of the Board of Directors of the Company, number of meetings held during the Year under review, attendance therein, and its terms of reference have been stated in the Corporate Governance Report, which forms part of this Annual Report.

Corporate Social Responsibility Committee

The Company recognizes the value of being socially responsible corporate and therefore, it is committed towards the society and its people in a dedicated way.

Annual Report on CSR Activities, as prescribed under Section 135 of the Act, read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed hereto, marked as 'Annexure – V'.

Terms of Reference: The detailed terms of reference of the Corporate Social Responsibility Committee is available on the website of the Company, at the link, <http://rupa.co.in/site/wp-content/uploads/2015/10/Corporate-Social-Responsibility-Committee.pdf>

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Composition of the Committee

Name of Member	Position	Category
Mr. Prahlad Rai Agarwala	Chairman	Promoter, Executive
Mr. Kunj Bihari Agarwal	Member	Promoter, Executive
Mr. Vinod Kumar Kothari	Member	Independent, Non-Executive

The composition of the Committee complies with the provision of Section 135 of the Act, read with Rules made thereunder.

Meeting and Attendance

During the Financial Year ended March 31, 2019, 2 (two) meetings of the Corporate Social Responsibility Committee were held. The details of the said meeting and attendance therein, are as hereunder:

Name of Member	Meetings held during the year and Attendance	
	May 23, 2018	February 8, 2019
Mr. Prahlad Rai Agarwala	Present	Present
Mr. Kunj Bihari Agarwal	Present	Present
Mr. Vinod Kumar Kothari	Present	Present

Risk Management Committee

The Risk Management Committee of the Board of Directors of the Company was constituted on May 23, 2018. As on March 31, 2019, the Risk Management Committee comprised of 6 (six) Members. The details with respect to its composition, the number of meetings held during the Financial Year under review and attendance therein, and the terms of reference has been detailed out in the Corporate Governance Report, which forms part of this Annual Report.

Operations Committee

For administrative convenience and ease of doing business, the Board of Directors of the Company have constituted the Operations Committee, during the year 2017-18. The Operations Committee have met 5 (Five) times during the year 2018-19. The composition of the Operations Committee and details of the Meeting and attendance thereof are as hereunder:

Name of Member	Category	Meeting held during the year and Attendance				
		April 17, 2018	July 18, 2018	August 27, 2018	November 27, 2018	February 4, 2019
Mr. Kunj Bihari Agarwal	Executive, Promoter	Present	Present	Present	Present	Present
Mr. Ramesh Agarwal	Executive, Promoter	Present	Present	Present	Present	Present
Mr. Mukesh Agarwal	Executive, Promoter	Present	Absent	Present	Present	Present

The terms of reference of the Operations Committee are available on the website of the Company, at the link, <http://rupa.co.in/site/wp-content/uploads/2015/10/Operations-Committee.pdf>. The Operations Committee also performs such other functions, as may be assigned to them, by the Board of Directors, from time to time.

Vigil Mechanism

In terms of the Section 177 of the Act, read with the Rules made thereunder and Regulation 22 of the SEBI Listing Regulations, the Company has framed a 'Whistle Blower Policy' with an objective to provide an avenue to address concerns, in line with the policy of the Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, as well as timely redressal of concerns and disclosures to build and strengthen a culture of transparency and trust in the Company. The mechanism also provides for adequate safeguards against victimization of director(s) or employee(s) or any other person for availing the mechanism and in exceptional cases, direct access to the Chairman of the Audit Committee to report instances of fraud/ misconduct. Audit Committee looks into the complaints raised, if any, and their redressal. The Whistle Blower Policy of the Company, as amended on February 8, 2019, is available on the website of the Company, at the link, <http://rupa.co.in/site/wp-content/uploads/2015/10/WhistleBlowerPolicy1.pdf>

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Extract of the Annual Return

The extract of the Annual Return, as at the Financial Year ended March 31, 2019, in Form MGT-9, is available on the website of the Company as a part of the Annual Report at the link, <http://rupa.co.in/annual-report-accounts/> and the same is also annexed hereto, marked as 'Annexure – VI'.

Risk Management Policy

The Company has a Risk Management Policy which lays down the framework for identification and mitigation of various risks. The specific objectives of the Risk Management Policy are to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated and managed, to establish a framework for the Company's risk management process.

The Risk Management Framework emphasises proper analysing and understanding the underlying risks before undertaking any transaction. This enables a proper assessment of all risks and ensures that the transactions and processes conform to the Company's risk appetite and regulatory requirements.

The Risk Management Policy is discussed at the meeting of the Audit Committee and Risk Management Committee of the Board of Directors. The management accepts the suggestions with regard to mitigation of risks that may arise in future. Further, in the opinion of the Board, there are no existing factors which threaten the existence of the Company.

Internal Financial Control Systems with reference to Financial Statements and its adequacy

The Company has adequate Internal Financial Control systems and procedures which are commensurate with its size and nature of business. It is ensured that all the assets are safeguarded and protected against loss and all transactions are authorized, recorded and reported correctly. The Internal Financial Control systems of the Company are monitored and evaluated and reviewed by the Audit Committee.

The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively. In this regard, the Board confirms the following:

- 1) Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization;
- 2) Systems and procedures exist to ensure that all transactions are recorded, as necessary to permit preparation of Financial Statements in conformity with Generally Accepted Accounting Principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information;
- 3) Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted;
- 4) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to differences, if any; and
- 5) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

Further, the certificate from Managing Director, Chief Executive Officer and Chief Financial Officer, in terms of Regulation 17(8) of the SEBI Listing Regulations, provided in this Annual Report, also certifies the adequacy of our Internal Control systems and procedures.

Statutory Auditors and Auditors' Report

M/s. Singhi & Co. (Firm Registration Number 302049E), Chartered Accountants, had been appointed as the Statutory Auditor of the Company to hold office for a period of 5 (five) years from the conclusion of the 32nd AGM of the Company (for the Financial Year 2016-17), held on August 31, 2017, until the conclusion of the 37th AGM of the Company for the Financial Year 2021-22.

The Notes on accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanations/comments.

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Internal Auditor

M/s. Das & Prasad, Chartered Accountants (Firm Registration Number 303054E), was appointed as the Internal Auditors of the Company to conduct the Internal Audit for the Financial Year 2018-19. Further, the Audit Committee considers and reviews the Internal Audit Report submitted by the Internal Auditor on a quarterly basis.

Details in respect of Fraud

During the Financial Year 2018-19, the Auditors have not reported any fraud, as prescribed under Section 143(12) of the Act.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed CS Nidhi Bagri of M/s. Nidhi Bagri & Company, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company, for the Financial Year 2018-19. The Secretarial Audit Report in Form MR-3, for the Financial Year 2018-19, is annexed hereto, marked as 'Annexure – VII'. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year 2018-19 and the date of this Report.

Details of significant and material orders passed by the Regulators/ Courts/ Tribunals impacting the going concern status and the Company's operations in future

No such significant and material order has been passed by any Regulator/ Court/ Tribunals against the Company, which will impact the going concern status and the Company's operations in future.

Deposits

The Company has not accepted any deposit within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014, during the Financial Year ended March 31, 2019.

Particulars of Loans, Guarantees or Investments

The loan and guarantee given by the Company during the financial year ended March 31, 2019 are within the limits prescribed under Section 186 of the Act. Further, the details of the loan given, guarantee given and investment made are provided in the Notes to the Financial Statements of the Company.

The related party disclosures with respect to loans/ advances at the end of the Financial Year under review and maximum outstanding amount thereof during the year, as required under Part A of Schedule V to the SEBI Listing Regulations, have been provided in the Notes to the Financial Statements of the Company.

Particulars of Contracts or Arrangements with Related Parties

There were no materially significant related party transactions entered into by the Company which may have potential conflict with the interest of the Company. All contracts/ arrangements/ transactions entered by the Company during the Financial Year 2018-19, with its related parties, were in the ordinary course of business and on an arm's length basis and were reviewed and approved by the Audit Committee of the Board. Further, during the Financial Year, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's policy of Materiality of Related Party Transactions except those provided in Form AOC-2, annexed hereto, marked as 'Annexure – VIII'. Further, suitable disclosure as required by the Accounting Standards has been made in the Notes to the Financial Statements.

The Policy on dealing with Related Party Transactions is available on the website of the Company, at the link- <http://rupa.co.in/livesite/wp-content/uploads/2018/12/policy-on-related-party-transactions.pdf>

Report of the Board of Directors

for the Financial Year ended March 31, 2019

Particulars of Contract with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company

The details of the transactions entered by the Company with promoter/ promoter group, which hold(s) 10% or more shareholding in the Company, are as hereunder:

Name of the Person	% of shares held in the Company	Nature of relationship	Nature of transaction	Amount (₹)
Rajnish Enterprises Ltd	19.90%	Enterprises owned or significantly influenced by key management personnel or their relatives	Dividend	4,74,69,570
Binod Hosiery (shares held in the name of its partners, Mr. Prahlad Rai Agarwala, jointly with Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal	21.08%		Dividend	5,02,90,968
			Rent payment	14,400

Compliance with Secretarial Standards

The Directors state that the Company is in compliance with the applicable Secretarial Standards.

Maintenance of Cost Records

The Provisions of Section 148 of the Companies Act, 2013, with respect to maintenance of Cost records are not applicable to the Company.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, in terms of Regulation 34, read with Schedule V of the SEBI Listing Regulations, forms part of this Annual Report.

Corporate Governance Report

The Corporate Governance Report, in terms of Regulation 34(3), read with Schedule V, of the SEBI Listing Regulations, forms part of this Annual Report. The Company has obtained a certificate from the Statutory Auditors of the Company, M/s. Singhi & Co. (Firm Registration Number 302049E), regarding compliance of conditions of Corporate Governance and the same forms part of this Annual Report.

Business Responsibility Report

The Business Responsibility Report, in terms of Regulation 34 of the SEBI Listing Regulations, forms part of this Annual Report.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company is committed to provide a safe and conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. Further, the Company has complied with the provisions relating to constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

However, during the year under review no such incidence has been reported.

Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained by us, we hereby make the following statements in terms of Section 134(3)(c) and 134(5) of the Act:

Report of the Board of Directors

for the Financial Year ended March 31, 2019

- (i) that in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- (ii) that such accounting policies as mentioned in Notes to the Annual Accounts have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for that period;
- (iii) that proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities has been taken;
- (iv) that the Annual Accounts has been prepared on a going concern basis;
- (v) that proper systems to ensure compliance with the provisions of all applicable laws are in place and that such systems were adequate and operating effectively; and
- (vi) that internal financial control to be followed by the Company are in place and that such internal financial controls are adequate and are operating effectively.

Annexures forming a part of this Report of the Directors

Annexure	Particulars
I	Dividend Distribution Policy
II	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
III	Particulars of Employees
IV	Policy on Appointment and Remuneration
V	Annual Report on CSR Activities
VI	Extract of the Annual Return in Form MGT-9
VII	Secretarial Audit Report
VIII	Particulars of Contracts or Arrangements with Related Parties in Form AOC-2

Acknowledgement

We would take this opportunity to thank our customers, vendors, bankers, stakeholders and the Government for their continued support. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent performance is possible because of their hard work, solidarity, co-operation and support.

By order of the Board
For **Rupa & Company Limited**

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Place: Kolkata
Date: May 25, 2019

Annexure to the Board's Report

Annexure – I

Dividend Distribution Policy

[Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Background

The Securities and Exchange Board of India (“SEBI”) vide its Notification dated July 8, 2016 has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) by inserting Regulation 43A in order to make it mandatory to have a Dividend Distribution Policy in place by the top five hundred listed companies based on their market capitalization calculated as on the 31st day of March of every year.

Therefore, the Board of Directors of Rupa & Company Limited (“the Company”) has adopted this Dividend Distribution Policy of the Company as per the requirement, abovementioned.

2. Effective Date

This Policy shall become effective from the date of its adoption by the Board i.e. February 10, 2017.

3. Definitions and Interpretations

- (a) ‘Act’ shall mean the Companies Act, 2013 as amended from time to time and shall include Rules, Regulations and Secretarial Standards made thereunder or pursuant thereto;
- (b) ‘Board’ shall mean Board of Directors of the Company;
- (c) ‘Company’ shall mean Rupa & Company Limited;
- (d) ‘Dividend’ includes interim dividend;
- (e) ‘Policy’ shall mean Dividend Distribution Policy of the Company as per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) ‘Listing Regulations’ shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All words and expressions used but not defined in this Policy, but defined in the Act or the Listing Regulations shall have the same meaning as respectively assigned to them in such Act or Listing Regulations, as the case may be.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

4. Purpose, Objectives and Scope

Considering the provisions of the Regulation 43A of the Listing Regulations, the Board recognizes the need to lay down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to its shareholders and/ or retaining or plough back of its profits. The Policy also sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or retention of profits, in the interest of providing transparency to the shareholders.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

Declaration of dividend on the basis of parameters in addition to the elements of this Policy or resulting in amendment of any element or the Policy will be regarded as deviation. Any such deviation on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, along with the rationale will be disclosed in the Annual Report by the Board of Directors.

Annexure to the Board's Report

The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, progressive dividend, which shall be consistent with the performance of the Company over the years.

The Policy shall not apply to: • Determination and declaring dividend on preference shares, if any, as the same will be as per the terms of issue approved by the shareholders; • Distribution i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law; • Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

5. Considerations relevant for Decision of Dividend Pay-Out

The Board shall consider the following, while taking decisions of a dividend payout during a particular year:

Statutory requirements: The Company shall observe the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Deposit Repayment Reserve, etc., if any, as provided in the Act or any other statutes which may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

Agreements with lending institutions/ Debenture Trustees: The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements with the lenders of the Company, if any, from time to time.

Shareholders agreement including JV agreement entered into by the Company: The decision of dividend pay-out shall meet the conditions of any Shareholders agreement including JV agreement, if any, to be entered into by the Company.

Long term strategic objectives of the Company as regards financial leverage: The Board shall analyse the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or ploughing back its own funds.

Prudential requirements: The Company shall analyse the prospective projects and strategic decisions in order to decide: • to build a healthy reserve of retained earnings; • to augment long term strength; • to build a pool of internally generated funds to provide long-term resources as well as resource-raising potential for the Company; and • the needs for capital conservation and appreciation.

Proposals for major capital expenditures etc.: In addition to plough back of earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals.

General considerations: Subject to the considerations as provided in the Policy, the Board shall determine the dividend payout in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management including the CFO, and other relevant factors.

6. Other Financial Parameters

In addition to the aforesaid parameters such as realized profits and proposed major capital expenditures, the decision of dividend payout or retention of profits shall also be based on the following-

Operating cash flow of the Company: If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run the day-to-day operations. The Board will consider the same before its decision whether to declare dividend or retain its profits.

Net sales of the Company: To increase its sales in the long run, the Company will need to increase its marketing and selling expenses, advertising, etc. The amount outlay in such activities will influence the decision of declaration of dividend.

Annexure to the Board's Report

Return on invested capital: The efficiency with which the Company uses its capital will impact the decision of dividend declaration.

Magnitude of earnings of the Company: Since dividend is directly linked with the availability of earning over the long haul, the magnitude of earnings will significantly impact the dividend declaration decisions of the Company.

Cost of borrowings: The Board will analyze the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or plough back its own funds.

Obligations to creditors: The Company should be able to repay its debt obligations without much difficulty over a reasonable period of time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

Inadequacy of profits: If during any Financial Year, the Board determines that the profits of the Company are inadequate, the Board may decide not to declare dividends for that financial year.

Post dividend EPS: The post dividend EPS can have strong impact on the funds of the Company, thus, impacting the overall operations on day-to-day basis and therefore, affects the profits and can impact the decision for dividend declaration during a particular year.

7. Factors that may affect Dividend Payout

External Factors: Taxation and other regulatory concern

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.
- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

Product/ market expansion plan: The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall have to consider by the Board before taking dividend decision.

Macroeconomic conditions: Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

Internal Factors

Past performance/ reputation of the Company: The trend of the performance/ reputation of the Company that has been during the past years determine the expectation of the shareholders.

Working capital management in the Company: The current working capital management system within the Company also impacts the decision of dividend declaration.

Age of the Company and its product/market: The age of the Company and its product or the market in which the Company operates will be one of the most significant determining factors to the profitability of the Company and dividend declaration or retention.

Amount of cash holdings in the Company: In the investor's point of view, in the absence of any major expansion plan or capital investments or other strategic investment plans in the hands of the Company, the investors may not appreciate excessive cash holdings in the Company. The Board shall have to consider the same before taking decision of dividend declaration.



Annexure to the Board's Report

8. Circumstances under which Dividend Payout may or may not be expected

The Board shall consider the factors provided above under Para's 5 to 7, before determination of any dividend payout after analyzing the prospective opportunities and threats, viability of the options of dividend payout or retention, etc. The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

9. Manner of utilisation of retained earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the shareholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan; • Product expansion plan; • Increase in production capacity; • Modernisation plan; • Diversification of business; • Long term strategic plans; • Replacement of capital assets; • Where the cost of debt is expensive; • Other such criteria as the Board may deem fit.

10. Parameters with regard to various classes of shares

The paid-up capital of the Company is consisting of only equity shares of nominal value of Re.1/- each and does not have different classes of shares. However, if different class of shares be issued subsequently, the same shall meet the parameters based on the respective rights attached to each class of shares as per their terms of issue.

11. Range of Dividend

Subject to the regulatory requirements, this Policy and the factors which are necessarily to be considered at the time of recommending/ declaring the dividend, the Board would endeavor to maintain a dividend pay-out (including applicable taxes) in the range of 20% to 45% of the Standalone Profit after Tax of the Company. The Company would endeavor to keep and maintain the said range of dividend payout except for reasons to be recorded.

12. Amendment

The Chairman or Managing Director of the Company shall be jointly/severally authorised to review and amend the Policy, to give effect to any changes/ amendments notified by any regulator under the applicable law from time to time. Such amended Policy shall be periodically placed before the Board for noting and necessary ratification.

Annexure to the Board's Report

Annexure – II

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

- (i) Steps taken or impact on conservation of energy:
 - (a) Condensed water from the steam is recycled to heat water, thereby, saving energy.
 - (b) Installation of a Heat Recycling System whereby the heat from the discharged affluent is trapped and used for heating of normal water from 30 to 65 degrees without using any extra energy.
- (ii) Steps taken by the Company for utilising alternate sources of energy: Instead of furnace oil, diesel or wood, the Company uses paddy husk as fuel for the boiler. This reduces the carbon footprint considerably and is considered to be green fuel.
- (iii) Capital investment on energy conservation equipments: Nil

(B) Technology Absorption

- (i) Efforts made towards technology absorption: The Company has always been aware of the latest technological developments and adapted them to make products more cost effective and to attain high levels of quality.
- (ii) Benefits derived through use of machines: By using new technology, the Company is being able to get more accuracy in cutting fabrics, resulting in huge savings of fabrics, thus, leading to reduced consumption. At the same time, it also helps the Company to reduce the number of days of work in progress. Also, there is an improvement in the quality.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):
 - (a) Details of technology imported: The Company has imported machines with the latest and updated technology. Several cutting machines, knitting machines and spreader machine including accessories have been imported during the year 2018-19. The said machines were purchased from Morgan Tecnica SPA, Italy, Unitex Texmac Pte Ltd, Singapore, Bierrebi Italia SRL, Italy and Mahela Machines India Ltd (Bullmer).
 - (b) Year of import: 2018-19
 - (c) Whether the technology has been fully absorbed: Yes.
- (iv) Expenditure incurred on Research and Development: Nil.

(C) Foreign Exchange Earnings and Outgo

Foreign Exchange earned in terms of actual inflows during the year : ₹ 21,80,07,895/-

Foreign Exchange outgo during the year in terms of actual outflows : ₹ 1,60,10,768/-

Place : Kolkata
Date : May 25, 2019

By order of the Board
For **Rupa & Company Limited**
Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Annexure to the Board's Report

Annexure – III

Details pertaining to the Remuneration, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, for the Financial Year 2018-19

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary, during the Financial Year 2018-19, are as under:

Sl. No.	Name of Director/KMP and Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase/ decrease in Remuneration of Director/ KMP in the Financial Year 2018-19
1	Mr. Prahlad Rai Agarwala, Chairman	123:1	3.16
2	Mr. Ghanshyam Prasad Agarwala, Vice-Chairman	57:1	7.14
3	Mr. Kunj Bihari Agarwal, Managing Director	57:1	7.14
4	Mr. Ramesh Agarwal, Whole-time Director-cum-Chief Financial Officer	55:1	9.43
5	Mr. Mukesh Agarwal, Whole-time Director	55:1	9.43
6	Mr. Satya Brata Ganguly, Independent Director*	4:1	-1.54
7	Mr. Dipak Kumar Banerjee, Independent Director	11:1	227.10
8	Mr. Dharam Chand Jain, Independent Director	7:1	191.67
9	Mr. Sushil Patwari, Independent Director	8:1	127.35
10	Mrs. Alka Devi Bangur, Independent Director	6:1	113.33
11	Mr. Vinod Kumar Kothari, Independent Director	9:1	136.89
12	Mr. Ashok Bhandari, Independent Director [#]	6:1	Not applicable
13	Mr. Niraj Kabra, Executive Director [§]	10:1	650.91
14	Mr. Dinesh Kumar Lodha, Chief Executive Officer (KMP) [^]	Not applicable	Not applicable
15	Mr. Kundan Kumar Jha, Company Secretary and Compliance Officer	Not applicable	-2.86

Note: Remuneration to Independent Directors consists of Commission and Sitting fees. Consequent to the approval of the shareholders at the Annual General Meeting held on August 31, 2018, Independent Directors are being paid Commission for the financial year 2017-18, during the financial year 2018-19.

*Mr. Satya Brata Ganguly resigned as the Independent Director of the Company, on July 3, 2018. Details has been given for the period during which he was Director of the Company.

[#]Mr. Ashok Bhandari was appointed as an Independent Director of the Company, w.e.f. August 10, 2018. Details has been given for the period, w.e.f. August 10, 2018 to March 31, 2019.

[§]Mr. Niraj Kabra was appointed as an Executive Director, w.e.f. February 12, 2018. Therefore, the increase in remuneration for the Financial Year 2018-19 vis-à-vis 2017-18 is not comparable.

[^]Mr. Dinesh Kumar Lodha was appointed as Chief Executive Officer (KMP) of the Company, w.e.f. February 25, 2019.

- (ii) The median remuneration of employees of the Company during the Financial Year was ₹ 1.59 Lacs. The percentage increase in the median remuneration of the employees in the Financial Year 2018-19 is 11%.
- (iii) Number of permanent employees on the rolls of Company as on March 31, 2019 was 962.
- (iv) Average percentile increase made in the total salaries of employees other than the managerial personnel in the Financial Year 2018-19 was 17%, whereas the increase in the total managerial remuneration for the same Financial Year was 6%. The managerial remuneration is linked to market trend and industry segment composition.

Annexure to the Board's Report

- (v) We hereby affirm that the remuneration paid is as per the Remuneration Policy of the Company.
- (vi) The Managing Director and the Whole-time Directors of the Company do not receive any remuneration or commission from its Wholly-owned Subsidiaries.

Statement of particulars of employees as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as amended, from time to time

Name	Designation	Remuneration (₹)	Qualification and Experience (years)	Age (years)	Date of Commencement of Employment	Last Employment
Mr. Prahlad Rai Agarwala	Chairman (Whole-time Director)	1,96,00,000	Bachelor's degree in Law, B. Com, having an experience of more than 51 years	81	February 6, 1985	None
Mr. Ghanshyam Prasad Agarwala	Vice-Chairman (Whole-time Director)	90,00,000	B. Com, having an experience of more than 46 years	73	July 13, 1987	None
Mr. Kunj Bihari Agarwal	Managing Director	90,00,000	B. Com, having an experience of more than 44 years	69	July 17, 1987	None
Mr. Ramesh Agarwal	Whole-time Director-cum-Chief Financial Officer	87,00,000	B. Com, having an experience of more than 24 years in the textile industries	50	April 1, 2004	None
Mr. Mukesh Agarwal	Whole-time Director	87,00,000	B. Com, having an experience of more than 19 years in the textile industries	48	April 1, 2004	None
Mr. Manish Agarwal ⁴	President	60,00,000	Bachelor's degree in Mechanical Engineering, having an experience of more than 15 years	44	September 11, 2004	None
Mr. Ravi Agarwal ⁵	President	60,00,000	MBA in Marketing from Geneva, Switzerland, having an experience of more than 15 years	45	September 11, 2004	None
Mr. Vikash Agarwal ⁵	President	60,00,000	Diploma in Marketing Management from University of California, USA, having an experience of more than 15 years	42	September 11, 2004	None
Mr. Rajnish Agarwal ⁴	President	60,00,000	Masters in Business Administration in Marketing from University of Cardiff, having an experience of more than 15 years	41	September 11, 2004	None

Annexure to the Board's Report

Name	Designation	Remuneration (₹)	Qualification and Experience (years)	Age (years)	Date of Commencement of Employment	Last Employment
Mr. Partho Pratim Kanungo ⁶	General Manager, Sales & Marketing	46,74,052	Diploma in Electric Engineering, having an experience of 25 years	49	February 5, 2014	Assistant General Manager (Sales), Page Industries Limited
Employed for part of the Financial Year						
Mr. Dinesh Kumar Lodha ⁷	Chief Executive Officer	21,33,950	CA, CS, Black Belt (Quality Certification) – Lean Six Sigma, GE USA, Graduated from GE Crotonville, USA in Executive & Strategic Leadership (GE MDC), Global Director Course in Samsung leadership center in Korea for 2 weeks, Graduated from ISB Hyderabad in marketing strategies in competitive environment, having an experience of more than 23 years	47	February 25, 2019	Group CEO – (India and Global Business) Healthium Medtech (Apax portfolio company) Formerly known as Sutures India

Notes:

- 1) Remuneration includes salary, commission, bonus, allowances and monetary value of perquisites but excludes gratuity provision.
- 2) All appointments are contractual.
- 3) The inter-se relation between the Directors of the Company has been disclosed in the Corporate Governance Report, which forms part of this Annual Report.
- 4) Mr. Manish Agarwal and Mr. Rajnish Agarwal are sons of Mr. Ghanshyam Prasad Agarwala, Vice-chairman, and brothers of Mr. Mukesh Agarwal, Whole-time Director of the Company.
- 5) Mr. Ravi Agarwal and Mr. Vikash Agarwal, employed throughout the Financial Year, were in receipt of remuneration for the year, at a rate, which was in excess of that drawn by a Whole-time Director of the Company and they hold 2.19% and 2.21% of the equity shares of the Company, respectively. Mr. Ravi Agarwal and Mr. Vikash Agarwal are sons of Mr. Kunj Bihari Agarwal, Managing Director of the Company.
- 6) Mr. Partho Pratim Kanungo is not related to any Director of the Company.
- 7) Mr. Dinesh Kumar Lodha was employed for a part of the Financial Year and in receipt of remuneration at a rate which, in the aggregate, was not less than ₹ 8,50,000 per month is not related to any Director of the Company.
- 8) The above details include details of top ten employees of the Company, in terms of remuneration drawn during the Financial Year 2018-19.

By order of the Board
For **Rupa & Company Limited**
Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Place: Kolkata
Date: May 25, 2019

Annexure to the Board's Report

Annexure – IV

Remuneration Policy

FRAMED UNDER SECTION 178(3) OF THE COMPANIES ACT, 2013 AND REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors (the “Board”) of Rupa and Company Limited (the “Company”) had initially adopted this Remuneration Policy (the “Policy”) on May 21, 2015, as required in terms of Section 178 of the Companies Act, 2013 and revised Clause 49 of the erstwhile Listing Agreement. In view of the amendments made in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Policy has been amended with effect from 8th February, 2019.

Clarifications, Amendments and Updates

This Policy shall be implemented as per the provisions of the Applicable Law. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them, in the Applicable Law under reference, that is to say, the Companies Act, 2013 and Rules framed thereunder, or Listing Regulations, as amended, from time to time.

Interpretation Clauses

For the purposes of this Policy references to the following shall be construed as:

“Act”	:	means the Companies Act, 2013 as may be amended from time to time;
“Applicable Law”	:	includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time;
“Board”	:	means the Board of Directors of the Company;
“Company”	:	refers to the Rupa and Company Limited;
“Directors”	:	refers to the Chairperson, Managing Director and all whole-time Directors;
“Executives”	:	refers to the Directors, Key Managerial Personnel and Senior management personnel;
“Key Managerial personnel” or “KMP”	:	Refer to the Managing Director, Chief Executive Officer, Chief Financial Officer and Company Secretary and such other officer as may be prescribed under applicable law;
“Listing Regulations”	:	means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time;
“Nomination and Remuneration Committee” or “NRC” or “Committee”	:	means the committee constituted by the Board of Directors as per the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015;
“Non-Executive Director”	:	means the Non-executive Director including Independent Director appointed by the Company;
“Policy” or “this Policy”	:	means the contents herein including any amendments made by the Board of the Company;
“Senior management”	:	Means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors.

Scope

- This Policy applies to all the “Executives” of the Company.
- In addition, this Policy also extends to the remuneration of Non-Executive Directors, including principles of selection of the Independent Directors of the Company.



Annexure to the Board's Report

- c) The Board of Directors has initially adopted the Remuneration Policy with effect from May 21, 2015 which has been amended with effect from February 8, 2019, on the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy for appointment of the Executives and for changes made to existing employment agreements thereafter.
- d) In order to comply with local regulations, some entities and units within the Group may have remuneration policies and guidelines which shall apply in addition to the Group's remuneration policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in an individual case. Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be disclosed in the Annual Report or, in case of an appointment, in good time prior to the appointment of the individual.

Purpose

This Policy reflects the Company's objectives for good corporate governance as well as sustained and long-term value creation for stakeholders. This Policy will also help the Company to attain Board diversity and create a basis for succession planning. In addition, it is intended to ensure that—

- a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;
- b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;
- c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

Guiding Principles for Remuneration and other Terms of Employment

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Company may attract and retain competent Executives. In determining the Policy, the Committee ensures that a competitive remuneration package for all Executives is maintained and is also benchmarked with other companies in the same markets.

Responsibilities and Powers of the Committee

The Committee, in addition to the functions and powers as endued by its terms of reference, would be also responsible for –

- a) preparing, and recommending for, the Board's decisions on issues concerning principles for remunerations (including pension and severance pay) and other terms of employment of Executives and Non-executive Directors;
- b) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- c) monitoring and evaluating programs for variable remuneration, both ongoing and those that have ended during the year, for Executives and Non-executive Directors;
- d) monitoring and evaluating the application of this Policy;
- e) monitoring and evaluating current remuneration structures and levels in the Company.

Board Diversity Criterion

In the process of attaining optimal Board diversity, the following criteria need to be assessed:

(i) Optimum Composition

- a) The Board shall have an optimum combination of executive and non-executive Directors and not less than fifty percent of the Board of Directors comprising Non-Executive Directors.

Annexure to the Board's Report

- b) At least half of the Board should comprise of independent directors (where the Chairman of the Board is executive) or atleast one-third of the Board consisting of independent Directors (where the Chairman of the Board is non-executive).
- c) In any case, the Company should strive to ensure that the number of independent directors do not fall below 3 (Three) so as to enable the Board to function smoothly and effectively.
- d) The Company shall have at least 1 (one) woman director on the Board to ensure that there is no gender inequality on the Board.

(ii) Functional Diversity

- a) Appointment of Directors to the Board of the Company should be based on the specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- b) Knowledge of and experience in domain areas such as finance, legal, risk, management etc. should be duly considered while making appointments to the Board level.
- c) While appointing independent directors, care should be taken as to the independence of the proposed appointee.
- d) Directorships in other companies may also be taken into account while determining the candidature of a person.
- e) Whole-time Directors of the Company may be considered to head functional area/ business division of the Company based on his/ her expertise of the function/ division.

(iii) Stakeholder Diversity

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/or any agreement between the Company and the nominating agency.

Principles for Selection of Independent Directors

The nomination of the Independent Directors of the Company shall be in accordance with the principles as stated hereunder:

- (a) is a person of integrity and possesses relevant expertise and experience;
- (b) is or was not a promoter of the Company or its holding, subsidiary or associate company or member of the promoter group of the Company and not related to promoters or directors of the Company, its holding, subsidiary or associate company;
- (c) has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent. of his total income or such amount as may be prescribed, with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives—
 - (i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:
 Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two percent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;

Annexure to the Board's Report

- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
- (iv) has or had any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate company or their promoters, or directors amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) during the two immediately preceding financial years or during the current financial year;
- (e) neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of
 - (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
 - (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten percent. or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two percent or more of the total voting power of the Company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the Company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- (f) who is not less than 21 years of age
- (g) possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- (h) is not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.

Overall Criteria for Selection of Executives

The assessment for Functional head will be done on the basis of below parameters by the concerned interview panel of the Company -

a) Competencies:

- Necessary skills (Leadership skill, communication skills, Managerial skills, etc.)
- Experiences & education to successfully complete the tasks.
- Positive background reference check.

b) Capabilities:

- Suitable or fit for the task or role.
- Potential for growth and the ability and willingness to take on more responsibility.
- Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.

Annexure to the Board's Report

c) Compatibility:

- Can this person get along with colleagues, existing and potential clients and partners.
- Strong Interpersonal Skills.
- Flexible & Adaptable.

d) Commitment:

- Candidate's seriousness about working for the long term
- Vision & Aim

e) Character:

- Ethical, honest, team player

f) Culture:

- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
- Presentable & should be known for good social & corporate culture.

General Policies for Remuneration

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

The five remuneration components are -

- fixed remuneration (including fixed supplements)
- performance-based remuneration (variable salary), if any
- pension schemes, where applicable
- other benefits in kind
- severance payment, where applicable

The *fixed remuneration* would be determined on the basis of the role and position of the individual, including professional experience, responsibility, job complexity and local market conditions.

The *performance-based remuneration* motivates and rewards high performers who significantly contribute to sustainable results, perform according to set expectations for the individual in question, and generates stakeholder value within the Group.

A. Any remuneration payable to the Executives of the Company shall abide by the following norms-

- The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. When first appointed, an Executive's base salary will usually be below the maximum function-related salary. Normally (and subject to the decision of the Committee), the base salary would reach the maximum function-related salary level over a maximum 3-year period from appointment. The annual review date for the base salary would be April 1;

Adjustment of individual salaries by the Committee is influenced by the (annual) adjustment, if any, of the function related salary levels and the progress to the (maximum) function-related salary level if this level has not yet been reached;

- The Executives may receive variable pay in addition to fixed salaries;
- The performance-based pay to the Executives, including revisions, if any, would be decided by the Head of Human Resources of the Company in consultation with the Managing Director of the Company, as and when necessary, and subject to Applicable law;

Annexure to the Board's Report

- v. The performance-based pay would be granted to reflect the Company's financial results, the performance of the business unit where the Executive is employed and also, the individual's performance. The performance will be related to the fulfilment of various improvement targets or the attainment of certain financial objectives. Such targets will be set by the Board of Directors and may relate to inter alia operating income, operating margin or cash flow. Further, both financial and non-financial factors shall be taken into consideration when determining the individual's bonus. A discretionary assessment would always be ensured that other factors – including factors which are not directly measurable – have been considered;
- vi. The Board may, under specific circumstances, decide to reclaim the variable salary already paid or to cancel or limit or revise such variable salary to be paid to the Executives;
- vii. The Executives will be entitled to customary non-monetary benefits such as company cars, phone and such other fixed entitled benefits;
- viii. Pension contributions shall be made in accordance with applicable laws and employment agreements;
- ix. The Committee has decided to adopt a share-based incentive program for the Executives at an appropriate time;
- x. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;
- xi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- xii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- xiii. Subject to the provisions of the applicable law, a Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report;
- xiv. The Annual report would specify the Executive remuneration.

B. Any fee/ remuneration payable to the Non-Executive directors of the Company shall abide by the following norms –

- i. If any such director draws or receives, directly or indirectly, by way of fee/ remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- ii. Such directors may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- iii. An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.
- iv. The Annual Report would specify the remuneration paid to the Non-Executive directors as required under Applicable Law.

Policy Review

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Applicable Law or as may be otherwise prescribed by the Committee/ Board from time to time.

Annexure to the Board's Report

Annexure – V

Annual Report on CSR Activities

[Pursuant to Clause (o) of Sub-section (3) of Section 134 of the Companies Act, 2013 (the "Act") and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

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

Rupa & Company Limited (the "Company") operates with a strong belief that giving back to the society and contributing towards its sustainable development is every organization's responsibility. The Company and its people are committed to society, ecology and environment. The Company also realizes that caring for the society, country and the planet is not philanthropy or generosity– it is the very way of doing sustainable business.

CSR Committee's Vision is "improving lives in pursuit of collective development and environmental sustainability". This vision encompasses all CSR activities of the Company. The CSR Committee's Mission is primarily to pursue initiatives directed towards enhancing welfare measures of the society based on long term social and environmental consequences of the CSR activities. Within the above mission, the CSR Committee chooses priority projects from time to time. The objective is not only to guide the Company and its people to indulge in social activities but also to integrate the business processes with social processes. The Company believes that the CSR Policy of the Company is the Company's faith in socially inclusive and sustainable business as the way of doing business.

Likewise Financial Year 2017-18, during the Financial Year 2018-19 also, the Company has contributed for making available safe drinking water at public places as well in maintenance thereof. The Company has also contributed significantly for the restoration/ development of Manikarna Ghat in Varanasi, U.P., being a sites of historical importance. Further, it has also contributed towards promoting education, eradicating poverty, health care and livelihood enhancement projects, etc. In order to serve the society, the Company has also forayed into the field of education by setting up the Sobhasaria Engineering College in Sikar, Rajasthan. The Company also provides vocational training to the needy through Rupa Foundation, a trust founded by the promoter group of the Company.

The CSR Policy of the Company is also available on the website of the Company at: <http://rupa.co.in/site/wp-content/uploads/2015/10/corporate-social-responsibility-policy.pdf>

2. The Composition of the CSR Committee:

Mr. Prahlad Rai Agarwala	-	Chairman
Mr. Kunj Bihari Agarwal	-	Member
Mr. Vinod Kumar Kothari	-	Member

3. Average net profit of the Company for the last 3 (three) Financial Years: ₹ 1,27,47,78,615/-

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 2,54,95,572/-

5. Details of CSR spent during the Financial Year:

- i) Total amount to be spent for the Financial Year: ₹ 2,54,95,572/-
- ii) Amount unspent: Nil

Annexure to the Board's Report

iii) Manner in which the amount spent during the Financial Year is detailed below:

Sl. No.	CSR projects/ activities identified (relevant clause prescribed under the Act)	Sector in which the project is covered	Projects or programs (a) Local area or other (b) the State and district where projects or programs were undertaken	Amount Outlay (budget) project/ program wise for the reporting period (₹)	Amount spent on the project or program. All direct expenses (₹)	Cumulative expenditure up to the reporting period (₹)	Mode of implementation – Direct as well as through implementing agencies
1	Clause (i) of Schedule VII of the Act	Making available safe drinking water - Maintenance of existing facilities	Local area. West Bengal - Kolkata, Howrah	15,00,000	16,15,262	5,73,87,572	Rupa & Company Limited/ Rupa Foundation through Ashish Kumar Jain and others
		Making available safe drinking water - New installations	Local and other area. West Bengal - Kolkata, Howrah, Medinipur	80,00,000	88,57,236		
2	Clause (i) of Schedule VII of the Act	Promoting health care including preventive health care	Local area. West Bengal - Kolkata	15,00,000	16,10,271	16,10,271	S.V.S. Marwari Hospital, Bengal Hosiery Tailors Association, Marwari Relief Society, All India Marwari Mahila Samiti, Indian Association of Blood Cancer & Allied Disease, Nagarik Swasthya Sangh
3	Clause (i) of Schedule VII of the Act	Eradicating hunger, poverty and malnutrition	Local area. West Bengal – Kolkata	5,00,000	5,40,000	21,60,000	Annamrita Foundation (formerly known as ISKCON Food Relief Foundation)
4	Clause (ii) of Schedule VII of the Act	Promoting education including special education and employment enhancing vocational skills and Livelihood enhancement projects	Local and other area. West Bengal - Kolkata, West Medinipur. Rishikesh, U.P. Sikar, Rajasthan	40,00,000	41,12,898	41,12,898	Arya Seva Girls Education Society, Vivekananda Vidyavikash Parishad, Paschim Bangiya Marwari Sammelan Siksha Kosh, All India Movement for Seva, Lions Club, Udayan Care, Rajkiya Shri Hindi Vidya Bhawan
5	Clause (iv) of Schedule VII of the Act	Animal Welfare	Other area. West Bengal - West Medinipur	5,00,000	5,00,000	5,00,000	Akhil Bharat Goraksha Sansthan

Annexure to the Board's Report

Sl. No.	CSR projects/ activities identified (relevant clause prescribed under the Act)	Sector in which the project is covered	Projects or programs (a) Local area or other (b) the State and district where projects or programs were undertaken	Amount Outlay (budget) project/ program wise for the reporting period (₹)	Amount spent on the project or program. All direct expenses (₹)	Cumulative expenditure up to the reporting period (₹)	Mode of implementation – Direct as well as through implementing agencies
6	Clause (v) of Schedule VII of the Act	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance	Local and Other area. Restoration/ development of Manikarna Ghat in Varanasi, U.P. Kolkata, W.B.	95,00,000	84,00,000	1,70,26,400	Rupa & Company Ltd through Rupa Foundation and Eastern Infrastructure Fund, Sanskriti Saurabh
7	Clause (vi) of Schedule VII of the Act	Measures for the benefit of armed forces veterans, war widows and their dependents	Other area. Kolkata, W.B.	-	1,00,000	1,00,000	All India Marwari Federation
Total				2,55,00,000	2,57,35,667	8,28,97,141	

Details of Implementing Agencies:

- 1) *Rupa & Company Limited, via, Rupa Foundation, a trust located in Kolkata, engaged in areas like education and healthcare, Ashish Kumar Jain and others.*
- 2)
 - (a) *S.V.S. Marwari Hospital is one of the India's most reliable institution for medical care. Adhering to the motive of "To Serve the poor", the hospital is eradicating diseases and providing quality medical care with the state-of-the-art techniques to all patients irrespective of their economic status;*
 - (b) *Bengal Hosiery Tailors Association, towards blood donation camp;*
 - (c) *Marwari Relief Society, situated in Kolkata, is engaged in healthcare services, including OPD treatment;*
 - (d) *All India Marwari Mahila Samiti is engaged in helping the downtrodden, spreading education, especially to girl students, extending relief operations during natural calamities and helping weaker sections of the society, particularly women;*
 - (e) *Indian Association of Blood Cancer & Allied Disease is a non-profit organization working for patient suffering from blood cancer; and*
 - (f) *Nagarik Swasthya Sangha, is a trust situated in Kolkata, which provides medical and other relief to the needy persons.*
- 3) *Annamrita Foundation (formerly, ISKCON Food Relief Foundation) works with the Central Government, to provide hygienically cooked, balanced, nutritious, wholesome Mid-day Meal food for children in municipal and government aided schools, in India, to improve access to good food and promote education.*

Annexure to the Board's Report

- 4) (a) *Arya Seva Girls Education Society, is engaged in providing education to poor girls;*
 (b) *Vivekananda Vidyavikash Parishad, is deeply engaged and committed to the cause of spreading and making education available to the last girl and boy standing and reaching out to the poorest of the poor across the length and breadth of the nation;*
 (c) *Paschim Bangiya Marwari Sammelan Shiksha Kosh, is a fund constituted and registered as a public charitable trust for educational purpose;*
 (d) *All India Movement for Seva is a NGO involved in providing value based education to rural and tribal children across India;*
 (e) *Lions Club is engaged in social activities;*
 (f) *Udayan Care, registered in 1994 as a Public Charitable Trust, works to empower vulnerable children, women and youth, in 19 cities across 11 states of India; and*
 (g) *Rajkiya Shri Hindi Vidya Bhawan is engaged in providing education.*
- 5) *Akhil Bharat Goraksha Sansthan is engaged in animal welfare activities.*
- 6) (a) *Rupa & Company Limited through Rupa Foundation, a trust located in Kolkata and engaged in areas like education, healthcare and other social activities, and Eastern Infrastructure Fund, a social project wing of Planner India Private Limited, situated in Varanasi, U.P.; and*
 (b) *Sanskriti Saurabh is engaged in social activities.*
- 7) *All India Marwari Federation is engaged in social activities.*
- 6. The reasons for not spending 2 (two) percent of the average net profit of the last 3 (three) Financial Years or any part thereof:** Not applicable.
- 7. Responsibility Statement:**

The CSR Committee of the Board confirms that the implementation and monitoring of CSR Policy is in line with the CSR Objectives and Policy of the Company.

Place: Kolkata
 Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
 Chairman, CSR Committee
 DIN: 00847452

Sd/-
Kunj Bihari Agarwal
 Managing Director
 DIN: 00224857

Annexure to the Board's Report

Annexure – VI

MGT-9
Extract of Annual Return
as on the Financial Year ended March 31, 2019

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

I. Registration and Other Details:

1	CIN	L17299WB1985PLC038517
2	Registration Date	February 6, 1985
3	Name of the Company	Rupa & Company Limited
4	Category Sub-category of the Company	Public Company Limited by Shares Indian Non-Government Company
5	Address of the Registered Office & Contact Details	Metro Tower, 8 th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700 071 Tel: +91-33-4057 3100; Fax: +91-33-2288 1362 E-mail ID: connect@rupa.co.in; cs@rupa.co.in
6	Whether Listed Company	Yes
7	Name, Address and Contact Details of the Registrar & Transfer Agent	Maheshwari Datamatics Private Limited 23, R.N. Mukherjee Road, 5 th Floor, Kolkata - 700 001 Tel: +91-33-2248 2248, +91-33-2243 5029 Fax: +91-33-2248 4787; E-mail ID: mdpldc@yahoo.com

II. Principal Business Activities of the Company (All the business activities contributing 10% or more of the total turnover of the Company):

Sl. No.	Name and Description of Main Products/ Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Textile, leather and other apparel products – Manufacture of knitted apparel including hosiery	14309	97.57

III. Particulars of Holding, Subsidiary, Associate Companies and Joint Ventures:

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate Company/ Joint Venture	% of shares held	Applicable Section of the Companies Act, 2013
1	Euro Fashion Inners International Private Limited Address: 102, VIP Plaza, 7, Veera Desai Industrial Estate, Near Afcons Godown, Off Link Road, Andheri (W), Mumbai – 400 053	U17120MH2005PTC152837	Subsidiary	100	2(87)
2	Imoogi Fashions Private Limited Address: Metro Tower, 1, Ho Chi Minh Sarani, 8th Floor, Kolkata – 700 071	U17120WB2010PTC140976	Subsidiary	100	2(87)
3	Oban Fashions Private Limited Address: 102, VIP Plaza, B-7, Veera Industrial Estate, Off Andheri Link Road, Andheri (West), Mumbai – 400 053	U18204MH2015PTC271385	Subsidiary	100	2(87)

Annexure to the Board's Report

IV. Shareholding Pattern (Equity Share Capital Break-up as percentage of Total Equity)

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the Year April 1, 2018				No. of Shares held at the end of the Year March 31, 2019				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	34959166	-	34959166	43.96	34959166	-	34959166	43.96	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s).	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	23322880	-	23322880	29.33	23322880	-	23322880	29.33	0.00
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	58282046	-	58282046	73.29	58282046	-	58282046	73.29	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	58282046	-	58282046	73.29	58282046	-	58282046	73.29	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	4783	-	4783	0.01	20301	-	20301	0.03	+0.02
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)									
Foreign Portfolio Investors	443665	-	443665	0.56	327090	-	327090	0.41	-0.15
Sub-total(B)(1)	448448	-	448448	0.57	347391	-	347391	0.44	-0.13
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	18281624	8000	18289624	23.00	18393518	8000	18401518	23.14	+0.14
ii) Overseas	-	-	-	-	-	-	-	-	-

Annexure to the Board's Report

Category of Shareholders	No. of Shares held at the beginning of the Year April 1, 2018				No. of Shares held at the end of the Year March 31, 2019				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1895322	241709	2137031	2.69	2111407	223627	2335034	2.94	+0.25
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	184170	184170	0.23	-	-	-	-	-0.23
c) Others (Specify)									
NBFCs	600	-	600	0.00	117	-	117	0.00	0.00
Non Resident Indians	86306	-	86306	0.11	88819	-	88819	0.11	0.00
Clearing Members	65825	-	65825	0.08	39104	-	39104	0.05	-0.03
Investor Education and Protection Fund Authority	30510	-	30510	0.04	30531	-	30531	0.04	0.00
Sub-total (B)(2)	20360187	433879	20794066	26.15	20663496	231627	20895123	26.28	+0.13
Total Public Shareholding (B)=(B)(1)+ (B)(2)	20808635	433879	21242514	26.71	21010887	231627	21242514	26.71	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	79090681	433879	79524560	100.00	79292933	231627	79524560	100.00	0.00

ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year – April 1, 2018			Shareholding at the end of the Year – March 31, 2019			% Change in shareholding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1	Prahlad Rai Agarwala*	16763656	21.08	0.00	16763656	21.08	0.00	0.00
2	Rajnish Enterprises Ltd	15823190	19.90	0.00	15823190	19.90	0.00	0.00
3	Purvanchal Leasing Ltd	5807670	7.30	0.00	5807670	7.30	0.00	0.00
4	Prahlad Rai Agarwal**	2983560	3.75	0.00	2891340	3.63	0.00	-0.12
5	Vikash Agarwal	1755440	2.21	0.00	1755440	2.21	0.00	0.00
6	Ravi Agarwal	1742630	2.19	0.00	1742630	2.19	0.00	0.00
7	Sidhant Credit Capital Ltd.	1692020	2.13	0.00	1692020	2.13	0.00	0.00
8	Ghanshyam Prasad Agarwal**	1273380	1.60	0.00	1319490	1.66	0.00	+0.06
9	Rajnish Agarwal	1243370	1.56	0.00	1243370	1.56	0.00	0.00
10	Manish Agarwal	1232550	1.55	0.00	1232550	1.55	0.00	0.00
11	Kunj Bihari Agarwala**	1233550	1.55	0.00	1279660	1.61	0.00	+0.06
12	Suresh Agarwal	1066570	1.34	0.00	1066570	1.34	0.00	0.00

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year – April 1, 2018			Shareholding at the end of the Year – March 31, 2019			% Change in shareholding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
13	Ramesh Agarwal	1059230	1.33	0.00	1059230	1.33	0.00	0.00
14	Shanti Devi Agarwal	776320	0.98	0.00	776320	0.98	0.00	0.00
15	Mukesh Agarwal	729550	0.92	0.00	729550	0.92	0.00	0.00
16	K B & Sons – HUF	665330	0.84	0.00	665330	0.84	0.00	0.00
17	Pushpa Devi Agarwal	593920	0.75	0.00	593920	0.75	0.00	0.00
18	Lalita Devi Agarwal	346310	0.44	0.00	346310	0.44	0.00	0.00
19	Seema Agarwal	293640	0.37	0.00	293640	0.37	0.00	0.00
20	Mukesh Kumar Agarwal–HUF	282510	0.36	0.00	282510	0.36	0.00	0.00
21	Sudha Agarwal	274720	0.35	0.00	274720	0.35	0.00	0.00
22	Seema Agarwal	220160	0.28	0.00	220160	0.28	0.00	0.00
23	Ghanshyam Prasad Manish Kumar – HUF	185090	0.23	0.00	185090	0.23	0.00	0.00
24	Prahlad Rai Suresh Kumar–HUF	151970	0.19	0.00	151970	0.19	0.00	0.00
25	Sarita Patwari	52600	0.07	0.00	52600	0.07	0.00	0.00
26	Suresh Kumar Agarwal – HUF	13630	0.02	0.00	13630	0.02	0.00	0.00
27	Ravi Agarwal – HUF	11690	0.01	0.00	11690	0.01	0.00	0.00
28	Shalini Agarwal	7790	0.01	0.00	7790	0.01	0.00	0.00
	TOTAL	58282046	73.29	0.00	58282046	73.29	0.00	0.00

*Holding shares jointly with Ghanshyam Prasad Agarwal and Kunj Bihari Agarwal, on behalf of M/s. Binod Hosiery, a partnership firm

**Transmission of shares, to Mr. Ghanshyam Prasad Agarwal and Mr. Kunj Bihari Agarwal, by operation of law, under probate of will granted by Hon'ble High Court at Calcutta.

iii) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Prahlad Rai Agarwal*				
	01/04/2018	2983560	3.75		
	06/04/2018 – Transfer	-92220	-0.12	2891340	3.63
	31/03/2019	2891340	3.63	2891340	3.63
2	Ghanshyam Prasad Agarwal*				
	01/04/2018	1273380	1.60		
	06/04/2018 – Transfer	+46110	+0.06	1319490	1.66
	31/03/2019	1319490	1.66	1319490	1.66
3	Kunj Bihari Agarwal*				
	01/04/2018	1233550	1.55		
	06/04/2018 – Transfer	+46110	+0.06	1279660	1.61
	31/03/2019	1279660	1.61	1279660	1.61

*Transmission of shares, to Mr. Ghanshyam Prasad Agarwal and Mr. Kunj Bihari Agarwal, by operation of law, under probate of will granted by Hon'ble High Court at Calcutta.

Annexure to the Board's Report

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

Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Ziyan Developers LLP (Formerly, Ziyan Developers Private Limited)				
	01/04/2018	8650000	10.88	-	-
	Change during the year	-	-	-	-
	31/03/2019	8650000	10.88	8650000	10.88
2.	Girika Advisory Services LLP				
	01/04/2018	3000000	3.77	-	-
	Change during the year	-	-	-	-
	31/03/2019	3000000	3.77	3000000	3.77
3.	Lambodar Ferro Alloys Ltd.				
	01/04/2018	2600000	3.27		
	Change during the year	-	-	-	-
	31/03/2019	2600000	3.27	2600000	3.27
4.	Satvichar Consultancy Services LLP				
	01/04/2018	1846000	2.32		
	Change during the year	-	-	-	-
	31/03/2019	1846000	2.32	1846000	2.32
5.	Suvichar Advisors LLP				
	01/04/2018	1830000	2.30		
	Change during the year	-	-	-	-
	31/03/2019	1830000	2.30	1830000	2.30
6.	Nomura Singapore Limited				
	01/04/2018	441140	0.55	-	-
	04/01/2019 - Sell	-115000	-0.14	326140	0.41
	31/03/2019	326140	0.41	326140	0.41
7.	Gunia Advisory Services LLP *				
	01/04/2018	0	0.00		
	04/01/2019 - Buy	+6844	0.01	6844	0.01
	11/01/2019 - Buy	+6656	0.01	13500	0.02
	18/01/2019 - Buy	+47700	0.06	61200	0.08
	25/01/2019 - Buy	+27814	0.03	89014	0.11
	01/02/2019 - Buy	+42450	0.05	131464	0.17
	08/02/2019 - Buy	+5952	0.01	137416	0.17
	15/02/2019 - Buy	+6028	0.01	143444	0.18
	08/03/2019 - Sell	-455	0.00	142989	0.18
	31/03/2019	142989	0.18	142989	0.18
8.	Prem Lata Jain*				

Annexure to the Board's Report

Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	01/04/2018	5000	0.01		
	17/08/2018 - Buy	+36970	0.05	41970	0.05
	31/03/2019	41970	0.05	41970	0.05
9.	D A Srinivas				
	01/04/2018	40000	0.05		
	Change during the year	-	-	-	-
	31/03/2019	40000	0.05	40000	0.05
10.	Sumit Kumar Jain*				
	01/04/2018	0	0.00		
	17/08/2018 - Buy	+36800	0.05	36800	0.05
	31/03/2019	36800	0.05	36800	0.05
11.	K.D. Plaza Private Limited#				
	01/04/2018	37100	0.05		
	29/09/2018 - Buy	+500	0.00	37600	0.05
	04/01/2019 - Sell	-1000	0.00	36600	0.05
	31/03/2019	36600	0.05	36600	0.05
12.	Edelweiss Custodial Services Limited#				
	01/04/2018	49684	0.06		
	06/04/2018 - Buy	+254	0.00	49938	0.06
	13/04/2018 - Buy	+802	0.00	50740	0.06
	20/04/2018 - Sell	-2917	0.00	47823	0.06
	27/04/2018 - Sell	-192	0.00	47631	0.06
	04/05/2018 - Buy	+871	0.00	48502	0.06
	11/05/2018 - Buy	+211	0.00	48713	0.06
	18/05/2018 - Sell	-106	0.00	48607	0.06
	25/05/2018 - Sell	-4265	0.01	44342	0.06
	01/06/2018 - Buy	+9464	0.01	53806	0.07
	08/06/2018 - Buy	+66	0.00	53872	0.07
	15/06/2018 - Buy	+9534	0.01	63406	0.08
	22/06/2018 - Buy	+23740	0.03	87146	0.11
	29/06/2018 - Sell	-33753	0.04	53393	0.07
	06/07/2018 - Buy	+396	0.00	53789	0.07
	13/07/2018 - Buy	+369	0.00	54158	0.07
	20/07/2018 - Buy	+1007	0.00	55165	0.07
	27/07/2018 - Buy	+691	0.00	55856	0.07
	03/08/2018 - Sell	-555	0.00	55301	0.07
	10/08/2018 - Buy	+675	0.00	55976	0.07
	17/08/2018 - Sell	-192	0.00	55784	0.07
	24/08/2018 - Sell	-8944	0.01	46840	0.06

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Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	31/08/2018 - Buy	+273	0.00	47113	0.06
	07/09/2018 - Buy	+108	0.00	47221	0.06
	14/09/2018 - Buy	+144	0.00	47365	0.06
	21/09/2018 - Sell	-56	0.00	47309	0.06
	28/09/2018 - Buy	+318	0.00	47627	0.06
	29/09/2018 - Sell	-11284	0.01	36343	0.05
	05/10/2018 - Buy	+3159	0.00	39502	0.05
	12/10/2018 - Buy	+4560	0.01	44062	0.06
	19/10/2018 - Buy	+4482	0.01	48544	0.06
	26/10/2018 - Sell	-9144	0.01	39400	0.05
	02/11/2018 - Buy	+148	0.00	39548	0.05
	09/11/2018 - Buy	+36	0.00	39584	0.05
	16/11/2018 - Buy	+758	0.00	40342	0.05
	23/11/2018 - Sell	-7551	0.01	32791	0.04
	30/11/2018 - Buy	+41	0.00	32832	0.04
	07/12/2018 - Sell	-97	0.00	32735	0.04
	14/12/2018 - Sell	-4006	0.01	28729	0.04
	21/12/2018 - Buy	+6	0.00	28735	0.04
	28/12/2018 - Buy	+308	0.00	29043	0.04
	31/12/2018 - Buy	+110	0.00	29153	0.04
	04/01/2019 - Buy	+1574	0.00	30727	0.04
	11/01/2019 - Buy	+364	0.00	31091	0.04
	18/01/2019 - Sell	-796	0.00	30295	0.04
	25/01/2019 - Sell	-1417	0.00	28878	0.04
	01/02/2019 - Buy	+352	0.00	29230	0.04
	08/02/2019 - Sell	-1182	0.00	28048	0.04
	15/02/2019 - Buy	+3323	0.00	31371	0.04
	22/02/2019 - Sell	-325	0.00	31046	0.04
	01/03/2019 - Sell	-164	0.00	30882	0.04
	08/03/2019 - Buy	+10815	0.01	41697	0.05
	15/03/2019 - Sell	-15	0.00	41682	0.05
	22/03/2019 - Sell	-11077	0.01	30605	0.04
	29/03/2019 - Buy	+4880	0.01	35485	0.04
	31/03/2019 - Sell	-19712	0.02	15773	0.02
13.	Sharekhan Limited [^]				
	01-04-2018	7857	0.01		
	06/04/2018 - Sell	-371	0.00	7486	0.01
	13/04/2018 - Buy	+2025	0.00	9511	0.01
	20/04/2018 - Sell	-439	0.00	9072	0.01

Annexure to the Board's Report

Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	27/04/2018 - Buy	+133	0.00	9205	0.01
	04/05/2018 - Sell	-822	0.00	8383	0.01
	11/05/2018 - Sell	-236	0.00	8147	0.01
	18/05/2018 - Buy	+1375	0.00	9522	0.01
	25/05/2018 - Buy	+8345	0.01	17867	0.02
	01/06/2018 - Sell	-15337	0.02	2530	0.00
	08/06/2018 - Sell	-253	0.00	2277	0.00
	15/06/2018 - Buy	+468	0.00	2745	0.00
	22/06/2018 - Sell	-108	0.00	2637	0.00
	29/06/2018 - Buy	+921	0.00	3558	0.00
	06/07/2018 - Buy	+130	0.00	3688	0.00
	13/07/2018 - Sell	-1242	0.00	2446	0.00
	20/07/2018 - Buy	+14547	0.02	16993	0.02
	27/07/2018 - Buy	+372	0.00	17365	0.02
	03/08/2018 - Buy	+840	0.00	18205	0.02
	10/08/2018 - Sell	-724	0.00	17481	0.02
	17/08/2018 - Buy	+6029	0.01	23510	0.03
	24/08/2018 - Sell	-4601	0.01	18909	0.02
	31/08/2018 - Sell	-2048	0.00	16861	0.02
	07/09/2018 - Buy	+923	0.00	17784	0.02
	14/09/2018 - Buy	+12470	0.02	30254	0.04
	21/09/2018 - Sell	-3183	0.00	27071	0.03
	28/09/2018 - Buy	+43119	0.05	70190	0.09
	05/10/2018 - Sell	-2483	0.00	67707	0.09
	12/10/2018 - Sell	-16497	0.02	51210	0.06
	19/10/2018 - Buy	+1057	0.00	52267	0.07
	26/10/2018 - Sell	-5028	0.01	47239	0.06
	02/11/2018 - Sell	-3179	0.00	44060	0.06
	09/11/2018 - Sell	-392	0.00	43668	0.05
	16/11/2018 - Sell	-4385	0.01	39283	0.05
	23/11/2018 - Sell	-18284	0.02	20999	0.03
	30/11/2018 - Sell	-239	0.00	20760	0.03
	07/12/2018 - Sell	-1106	0.00	19654	0.02
	14/12/2018 - Buy	+366	0.00	20020	0.03
	21/12/2018 - Sell	-1231	0.00	18789	0.02
	28/12/2018 - Buy	+1320	0.00	20109	0.03
	31/12/2018 - Buy	+97	0.00	20206	0.03
	04/01/2019 - Buy	+1835	0.00	22041	0.03

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Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	11/01/2019 - Sell	-637	0.00	21404	0.03
	18/01/2019 - Sell	-197	0.00	21207	0.03
	25/01/2019 - Sell	-42	0.00	21165	0.03
	01/02/2019 - Sell	-1007	0.00	20158	0.03
	08/02/2019 - Sell	-30	0.00	20128	0.03
	15/02/2019 - Buy	+546	0.00	20674	0.03
	22/02/2019 - Sell	-418	0.00	20256	0.03
	01/03/2019 - Sell	-13583	0.02	6673	0.01
	08/03/2019 - Sell	-13	0.00	6660	0.01
	15/03/2019 - Sell	-466	0.00	6194	0.01
	22/03/2019 - Sell	-10	0.00	6184	0.01
	29/03/2019 - Sell	-184	0.00	6000	0.01
	31/03/2019	6000	0.01	6000	0.01
14.	Anand Kumar Drollia [#]				
	01/04/2018	184170	0.23		
	17/08/2018 - Sell	-184170	0.23	0	0.00
	31/03/2019	0	0.00	0	0.00
15.	Finquest Securities Private Limited - Proprietary Account [^]				
	01/04/2018	0	0.00		
	20/04/2018 - Buy	+50000	0.06	50000	0.06
	25/05/2018 - Sell	-11400	0.01	38600	0.05
	01/06/2018 - Sell	-23600	0.03	15000	0.02
	15/06/2018 - Sell	-15000	0.02	0	0.00
	31/03/2019	0	0.00	0	0.00
16.	Parvesh Gandotra [#]				
	01/04/2018	48000	0.06		
	28/09/2018 - Sell	-48000	0.06	0	0.00
	31/03/2019	0	0.00	0	0.00

^{*}Not in the list of Top 10 shareholders as on April 1, 2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on March 31, 2019.

[#]Ceased to be in the list of Top 10 shareholders as on March 31, 2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2018.

[^]Not in the list of Top 10 shareholders on April 1, 2018 and March 31, 2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders during the year.

Annexure to the Board's Report

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the Year and changes during the Year		Cumulative Shareholding during the Year and as at the end of the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Prahlad Rai Agarwala*				
	01/04/2018	2983560	3.75		
	06/04/2018 - Transfer	-92220	0.12	2891340	3.63
	31/03/2019	2891340	3.63	2891340	3.63
2	Ghanshyam Prasad Agarwala*				
	01/04/2018	1273380	1.60		
	06/04/2018 - Transfer	+46110	0.06	1319490	1.66
	31/03/2019	1319490	1.66	1319490	1.66
3	Kunj Bihari Agarwal*				
	01/04/2018	1233550	1.55		
	06/04/2018 - Transfer	+46110	0.06	1279660	1.61
	31/03/2019	1279660	1.61	1279660	1.61
4	Ramesh Agarwal				
	01/04/2018	1059230	1.33		
	Change during the year	Nil		Nil	
	31/03/2019	1059230	1.33	1059230	1.33
5	Mukesh Agarwal				
	01/04/2018	729550	0.92		
	Change during the year	Nil		Nil	
	31/03/2019	729550	0.92	729550	0.92
6	Dharam Chand Jain				
	01/04/2018	40000	0.05		
	Change during the year	Nil		Nil	
	31/03/2019	40000	0.05	40000	0.05

*Transmission of shares, to Mr. Ghanshyam Prasad Agarwal and Mr. Kunj Bihari Agarwal, by operation of law, under probate of will granted by Hon'ble High Court at Calcutta.

Annexure to the Board's Report

V. Indebtedness -Indebtedness of the Company, including interest outstanding/accrued, but not due for payment:

(Amount in ₹)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	1,10,66,05,285	-	-	1,10,66,05,285
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5,45,312	-	-	5,45,312
Total (i+ii+iii)	1,10,71,50,597	-	-	1,10,71,50,597
Change in Indebtedness during the Financial Year				
* Addition	56,94,71,353	-	-	56,94,71,353
* Reduction	-	-	-	-
Net Change	56,94,71,353	-	-	56,94,71,353
Indebtedness at the end of the Financial Year				
i) Principal Amount	1,67,54,28,974	-	-	1,67,54,28,974
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,92,976	-	-	11,92,976
Total (i+ii+iii)	1,67,66,21,950	-	-	1,67,66,21,950

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager, their Designation and Remuneration						Total amount
		Mr. Prahlad Rai Agarwala	Mr. Ghanshyam Prasad Agarwala	Mr. Kunj Bihari Agarwal	Mr. Ramesh Agarwal	Mr. Mukesh Agarwal	Mr. Niraj Kabra	
		Chairman (Whole-time Director)	Vice-Chairman (Whole-time Director)	Managing Director	Whole-time Director	Whole-time Director	Executive Director	
1	Gross salary							
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	96,00,000	90,00,000	90,00,000	60,00,000	60,00,000	16,44,604	4,12,44,604
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-
4	Commission - as % of profit - others, specify	1,00,00,000	-	-	-	-	-	1,00,00,000
5	Others- Performance Bonus	-	-	-	27,00,000	27,00,000	-	54,00,000
	Total (A)	1,96,00,000	90,00,000	90,00,000	87,00,000	87,00,000	16,44,604	5,66,44,604
	Overall Ceiling as per the Act	<i>(Being 10% of the Net Profits of the Company, as calculated under Section 198 of the Act)</i>						₹ 16 crores

Annexure to the Board's Report

B. Remuneration to Other Directors

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors and their Remuneration							Total Amount
		Mr. Vinod Kumar Kothari	Mr. Dipak Kumar Banerjee	Mr. Sushil Patwari	Mrs. Alka Devi Bangur	Mr. Dharam Chand Jain	Mr. Ashok Bhandari [§]	Mr. Satya Brata Ganguly [^]	
1	Independent Directors								
	Fee for attending Board/ Committee Meetings	4,45,000	7,50,000	3,30,000	3,60,000	4,50,000	4,60,000	1,40,000	29,35,000
	Commission*	10,00,000	10,00,000	10,00,000	6,00,000	6,00,000	5,00,000	5,00,000	52,00,000
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	14,45,000	17,50,000	13,30,000	9,60,000	10,50,000	9,60,000	6,40,000	81,35,000
2	Other Non-Executive Directors								
	Fee for attending Board/ Committee Meetings	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	14,45,000	17,50,000	13,30,000	9,60,000	10,50,000	9,60,000	6,40,000	81,35,000
	Total Managerial Remuneration (A+B)								6,47,79,604
	Overall Ceiling as per the Act	(Being 11% of the Net Profits of the Company, as calculated under Section 198 of the Act)							₹ 17.60 crores

Note: The shareholders of the Company at their Annual General Meeting held on August 31, 2018 had approved the payment of profit related commission to each Non-executive Directors (Independent) of the Company, annually, for a period not exceeding 5 (five) consecutive Financial Years, commencing from April 1, 2017, up to 1% of the net profits of the Company in any Financial Year, subject to a maximum ceiling of ₹ 26,00,000/- (Rupees Twenty Six Lacs only), in aggregate, per annum.

*Amount includes Commission for the Financial Year 2017-18 and 2018-19.

§Appointed as Independent Director with effect from August 10, 2018.

^Resigned as Independent Director with effect from July 3, 2018.

Annexure to the Board's Report

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO – Mr. Dinesh Kumar Lodha [#]	CFO*	CS – Mr. Kundan Kumar Jha	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21,33,950	-	20,13,599	41,47,549
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	-as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	21,33,950	-	20,13,599	41,47,549

[#]Mr. Dinesh Kumar Lodha was appointed as Chief Executive Officer of the Company, w.e.f. February 25, 2019, at the Board Meeting held on February 8, 2019.

*Mr. Ramesh Agarwal, Whole-time Director, was appointed as the Chief Financial Officer of the Company, w.e.f. February 10, 2017 and consequently, was re-designated as Whole-time Director-cum-Chief Financial Officer. Details of remuneration paid to him, has been disclosed in Table VI(A) above.

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			None		
Compounding					
B. Directors					
Penalty					
Punishment			None		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			None		
Compounding					

By order of the Board
For **Rupa & Company Limited**

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Place: Kolkata
Date: May 25, 2019

Annexure to the Board's Report

Annexure – VII

MR-3

SECRETARIAL AUDIT REPORT

FOR THE YEAR FROM APRIL 1, 2018 TO MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Rupa & Company Limited
1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor
Kolkata - 700 071

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rupa & Company Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 1, 2018 to March 31, 2019 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 and as shown to us during our audit, according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. Secretarial Standard - 1 & Secretarial Standard - 2 issued by ICSI.
3. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder;
4. The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder;
5. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings, if any;
6. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") viz:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not applicable during the Audit Period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008– Not applicable during the Audit Period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009– Not applicable during the Audit Period;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998– Not applicable during the Audit Period; and

Annexure to the Board's Report

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
7. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - a. Environment Protection Act, 1986;
 - b. The Air (Prevention & Control of Pollution) Act, 1981;
 - c. The Water (Prevention & Control of Pollution) Act, 1974
 - d. The Legal Metrology Act, 2009;
 - e. Intellectual Property Acts;
 - f. Consumer Protection Act, 1986

The Company has further confirmed that during the Audit Period they have not contravened any of the provisions of the above specific laws and had obtained all the requisites registrations, permits and licenses except in some units where few licenses are under process of renewal.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act and SEBI Listing Regulations.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.
3. 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.
4. We have not found any material event during the year under review which has major bearing on the Company's affairs in pursuance of any of the laws, Rules, Regulations or Guidelines covered by this audit.

Procedure for monitoring and ensuring compliance with General Laws

We have been informed that a proper procedure has been laid down to monitor and ensure compliance with general laws. On perusal of the documents provided by the Company, we observed that the Company has a system of ensuring compliance with applicable laws. The Company Secretary of the Company also provides an internal compliance certificate which is placed in the Board Meetings.

Our Secretarial Audit Report for the financial year ended March 31, 2019 of even date is to be read along with the annexure to this letter.

Thanking you,

For **Nidhi Bagri & Company**
(Practising Company Secretaries)

Sd/-

(Nidhi Bagri)

Proprietor

ACS No. 24765

C.P. No. 9590

Date: May 13, 2019

Place: Kolkata



Annexure to the Board's Report

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Rupa & Company Limited
1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor
Kolkata - 700 071

Our Secretarial Audit Report for the financial year ended March 31, 2019 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on 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.

Thanking you,

For **Nidhi Bagri & Company**
(Practising Company Secretaries)

Sd/-
(Nidhi Bagri)
Proprietor
ACS No. 24765
CP. No. 9590

Date: May 13, 2019
Place: Kolkata

Annexure to the Board's Report

Annexure – VIII

FORM AOC - 2

(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangement or transactions at arm's length basis, are as hereunder:

a	Name(s) of the related party and nature of relationship	: Mr. Suresh Agarwal, President in the Company and Relative of Director	Mr. Manish Agarwal, President in the Company and Relative of Director	Mr. Ravi Agarwal, President in the Company and Relative of Director	Mr. Vikash Agarwal, President in the Company and Relative of Director	Mr. Rajnish Agarwal, President in the Company and Relative of Director
b	Nature of contracts/ arrangements/ transactions	: Appointed as President in the Company, being office or place of profit within the meaning of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and drawing monthly remuneration in excess of the limit prescribed therein.				
c	Duration of the contracts/ arrangements/ transactions	: Ongoing				
d	Salient terms of the contracts or arrangements or transactions including the value	: Value of transactions: Financial Year 2018-19– ₹ 36,00,000/-	Value of transactions: Financial Year 2018-19– ₹ 60,00,000/, each.			
		Appointed as President in the Company, being office or place of profit within the meaning of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.				
e	Date(s) of approval by the Board	: The terms of remuneration has been approved by the Board of Directors at their Meeting held on May 26, 2017 as well as by the Members at the Annual General Meeting held on August 31, 2017.				
f	Amount paid as advances	: Nil				

By Order of the Board
For **Rupa & Company Limited**
Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Place: Kolkata
Date: May 25, 2019

Management Discussion and Analysis

Industry Structure and Development

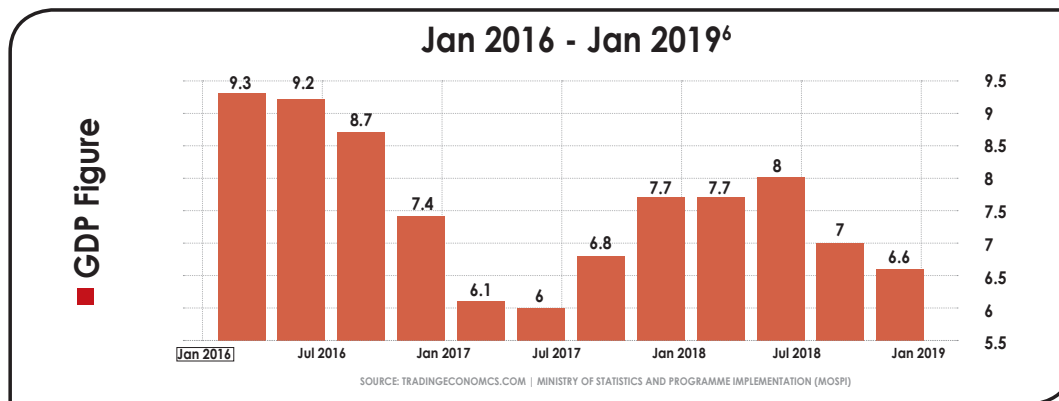
The Asian Development Outlook (ADO) for 2019 compiled by the Asian Development Bank projects GDP growth in India to rise to 7.2% in FY 2019 and reach 7.3% in FY 2020. This will effectively reverse two years of declining growth as reforms to improve the business and investment climate take effect¹. The World Economic Outlook (WEO) also predicts that India is expected to grow at 7.3% in FY 2019-20.

Growth Projections for India (in %) ²		
Agencies	2019-20	2020-21
IMF	7.3	7.5
World Bank	7.5	7.5
ADB	7.2	7.3
Fitch	6.8	7.1
RBI	7.2	-

As a result of continued efforts by the Government, India has significantly improved its rank in the World Bank's Ease of Doing Business Index - by 53 positions in the last two years, and by 65 positions in the last four years. India jumped 23 positions over its rank of 100 in 2017, currently at the 77th rank.³

Government initiatives such as relaxed norms for company incorporation and removing the requirement of a bank account for GST registration may help India further improve its ranking. Other steps taken by the Government include clubbing of several forms into one; elimination of fee for incorporation of companies where authorized capital is up to ₹ 15 lakh, removal of company seal or rubber stamp, combined registration for EPFO (Employees' Provident Fund Organization) and Employees' State Insurance Corporation (ESIC).⁴

Growth in emerging and developing Asia will dip from 6.5 percent in 2018 to 6.3 percent in 2019 and 6.4 percent in 2020. Despite fiscal stimulus that offsets some of the impact of higher US tariffs, China's economy will slow due to the combined influence of needed financial regulatory tightening and trade tensions with the United States. India's economy is poised to pick up in 2019, benefiting from lower oil prices and a slower pace of monetary tightening than previously expected, as inflation pressures ease.⁵



Source:

1: <https://www.adb.org/news/domestic-demand-lift-indias-growth-2019-and-2020-ADB>

2: <https://www.thehindubusinessline.com/economy/imf-cuts-india-growth-forecast-to-7.3-for-2019-20/article26782899.ece>

3: <http://pib.nic.in/newsite/PrintRelease.aspx?relid=184513>

4: <https://economictimes.indiatimes.com/news/economy/indicators/india-expects-improvement-in-world-banks-doing-business-report-ranking-this-year/articleshow/69239639.cms>

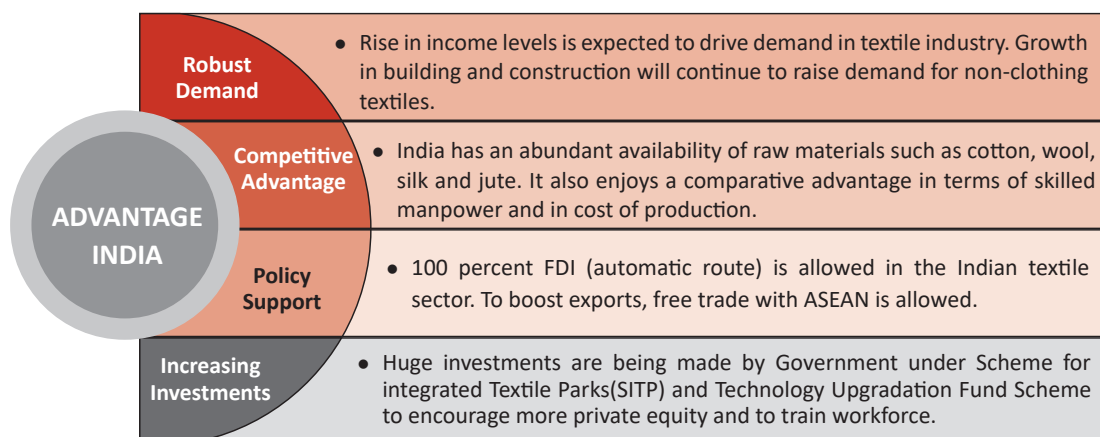
5: <https://www.imf.org/en/Publications/WEO/Issues/2019/01/11/weo-update-january-2019>

6: <https://tradingeconomics.com/india/gdp-growth-annual>

Management Discussion and Analysis

Textile Industry

The Indian Textile industry is contributed to 7% of the country's industry output (in value terms) in 2017-18, 2% to the GDP and 15% to the export earnings in 2017-18. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US\$ 160 billion by 2025.⁷



Note: SITP - Scheme for integrated Textile Park, ASEAN - Association of Southeast Asian Nations

The Indian cotton textile industry is expected to showcase a stable growth in FY19, supported by stable input prices, healthy capacity utilization and steady domestic demand. It is the second largest employer after agriculture, employing over 45 million people directly and over 65 million people indirectly.⁸

Innerwear Category

The innerwear category, currently valued at ₹ 28,781 crore, accounted for 10% of the total apparel market in 2017. The Indian innerwear market is primarily segmented into men's innerwear and women's innerwear. Currently, the women's segment dominates the innerwear category by constituting 64% of the total innerwear market. Men's segment is 33% and kids 3% of the total innerwear market.

In the recent years, the women's innerwear segment has grown consistently and was estimated to be worth ₹ 18,454 crore in 2017. It is expected to grow at an impressive CAGR of 12% over the next decade to reach ₹ 56,364 crore by 2027. The men's innerwear market, which was estimated to be worth ₹ 9,477 crore in the year 2017, is estimated to grow at a CAGR of 7% to reach ₹ 17,894 crore by 2027. Kid's innerwear market was worth ₹ 850 crore in 2017 and is expected to grow at a CAGR of 12% to reach ₹ 2,640 crore by 2027.⁹

Innerwear is one of the high-growth categories in the apparel market and promises both growth and innovation. Increase in income levels, along with higher discretionary spending, the growing fashion orientation of consumers and product innovations by the innerwear market have turned innerwear from a traditionally utilitarian item to an essential fashion requirement.

The growth of the innerwear category is primarily centered in urban India. The trend towards western outfits, combined with the demand for occasion and outfit-based innerwear, is boosting the market. Preference towards innerwear with maximum comfort and higher functionality is rising fast. The market for innerwear product variations like seamless intimates, plus size inner wear, body shape enhancers, etc. in the metros and mini metros, is on the flourish.¹⁰

Source:

7: <https://www.ibef.org/industry/textiles.aspx>

8: <http://www.careratings.com/upload/NewsFiles/Studies/Update%20on%20Manmade%20Fibres%20Nov%202018.pdf>

9: <https://www.indiaretailing.com/2018/09/19/fashion/the-innerwear-market-a-research-analysis/>

10: <https://www.indiaretailing.com/2018/06/07/fashion/innerwear-a-thriving-market-in-india/>

Management Discussion and Analysis

Men's Innerwear Market

The domestic innerwear market in India is witnessing a boom and industry experts say the innerwear market is growing at an impressive CAGR of 10-12%. According to latest media reports, out of the entire ₹ 30,000 crore industry, the premium segment is estimated at about ₹ 6,000 - 7,000 crore.

Lately, the premium innerwear market in India has been experiencing increasing entry of global brands, mostly through partnerships and tie-ups with homegrown brands. This idea of bringing foreign brands to India or associating with them started after market surveys established that consumers using premium and super-premium products have high level of awareness and mostly opt for global brands.

The very fact that almost all leading players in the space are trying to rope in international brands is a testimony of their overhauled new-age and progressive stratagem, to cater to the millennial, who are not just a different generation, but a different breed altogether.¹¹

Women's Innerwear Market

The innerwear category has broadened from a basic requirement to now being designer wear with emphasis on styling and comfort. The women's innerwear segment has grown in the recent years and was estimated to be worth ₹ 18,454 crores in 2017 and accounts for 64% of the total innerwear market. The category will grow at a CAGR of 12% to reach ₹ 56,364 crores in 2027.¹²

The Indian women innerwear market accounts for 15% of the total women's apparel market. Various product categories in women's innerwear are - brassieres, camisoles, panties, tees, nighties, shorts, etc. Brassieres and panties contribute 85 percent of the total women's innerwear segment. Branded innerwear comprises 38-42% of the total women's innerwear market and this share is expected to grow to 45-48 percent of the total women's market by 2022. Women are conscious about the brands and styles for their intimate wear. This trend is not restricted to just metros but can be witnessed spreading in tier I, II and III cities. This adoption of branded lingerie has led to an influx of international and domestic innerwear brands.

Looking to the Future

India's GDP is expected to grow at 7.3% in FY 2018-19, and 7.5% in the following two years, the World Bank has forecast, attributing it to an upswing in consumption and investment, the per capita income will also increase. Increasing purchasing power will result in consumers with more money to spend and greater enthusiasm for fashion. In 2015, per capita apparel consumption in India was ₹ 2,894. By 2025, India's per capita spend is expected to jump to ₹ 7,911.¹³

The per capita expenditure on apparel is expected to reach ₹ 8,000 by 2025, rising from ₹ 3,100 in 2015. Therefore, the total Indian apparel consumption expenditure is expected to grow to ₹ 11.7 Lakh Crores (USD 180 Billion) by 2025.¹⁴

The Indian consumer which comprises of the largest Gen Y population in the world with a median age of 27 years is also evolving in its shopping habits and buying behavior. The new Indian consumer prefers branded apparel over unbranded owing to inclination towards better lifestyle and willingness to try out new on-trend fashion.

Source:

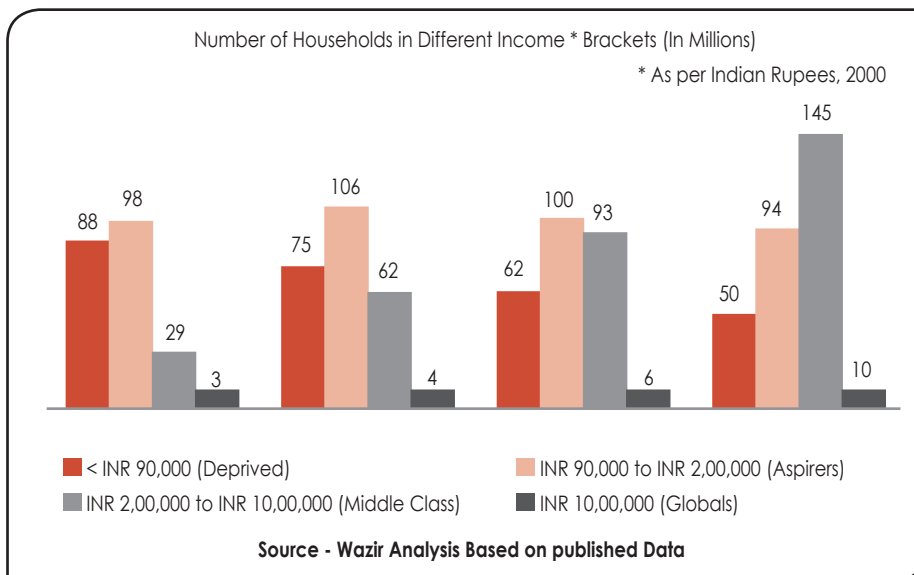
11: <https://www.indianretailer.com/article/sector-watch/fashion/What-makes-Indian-innerwear-market-aim-for-a-successful-stint.a5947/>

12: <https://www.pressreader.com/india/business-of-fashion/20180828/283210149099846>

13: https://economictimes.indiatimes.com/articleshow/67451511.cms?utm_source=contentofinterest&utm_medium=text&utm_campaign=cppst

14: <https://fashionunited.in/news/retail/indian-s-per-capita-spending-on-apparels-on-the-rise/2017051215217>

Management Discussion and Analysis



In India, people are shifting from rural to urban areas in search of jobs and better education at a continually increasing rate. In 2015, 33% of India’s population was living in urban areas, rising from 31% in 2010. By 2025, 37.5% of India’s population is expected to be living in urban areas. Along with urbanization, cities are also expanding by immersing the villages near them, as 32% of urban population growth between 2001 and 2011 was because of re-classification of towns and expansion of urban areas. Due to urbanization, the size of working population is increasing and the type of occupations they indulge in is changing. The working population has increased income with an attitudinal change to look better. These changes in Indian economy are explicit and so is the impact of these changes on the apparel industry.¹⁵

Market Size and Growth Projections

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. Total consumption expenditure is expected to reach nearly US\$ 3,600 billion by 2020 from US\$ 1,824 billion in 2017. It accounts for over 10 per cent of the country’s Gross Domestic Product (GDP) and around 8 per cent of the employment. India is the world’s fifth-largest global destination in the retail space. India’s retail market is expected to increase by 60 per cent to reach US\$ 1.1 trillion by 2020, on the back of factors like rising incomes and lifestyle changes by middle class and increased digital connectivity. Luxury market of India is expected to grow to US\$ 30 billion by the end of 2018 from US\$ 23.8 billion in 2017 supported by growing exposure of international brands amongst Indian youth and higher purchasing power of the upper class in tier 2 and 3 cities, according to Assocham.¹⁶

Indian apparel industry which is the second largest contributor in the retail industry after food and grocery is seeing some major shifts. Entry of international brands, changes in preferences from non-branded to branded, the fast-growing economy, large young consuming population in the country has made India a highly lucrative market. India has the world’s largest youth population, which is becoming fashion conscious owing to mass media and social media penetration.

Opportunities

- **Abundant availability of raw material:** India is the largest producer of cotton and second largest producer of polyester in the world after China. Large scale availability of important textile fibers has helped the development of downstream manufacturing value chain-yarns, fabrics and garments.

Source:

15: <https://tssindia.com/blog/five-consumption-trends-shaping-the-indian-apparel-industry/>

16: <https://www.ibef.org/industry/retail-india.aspx>

Management Discussion and Analysis

- **Manpower availability, quality and cost:** India's current population is 1.27 billion and around 66% of the total population falls under the working age bracket at present with around 12 million youth joining the workforce every year. Under the Make in India campaign, the Government has also put a lot of focus on increasing the skill level of the workforce to not only ensure the quantity but also the quality of the workforce.
- **Large existing manufacturing set-up:** India also has well established production facilities in the textile value chain from fiber to finished products (apparel, home textiles and technical textiles). India has the best and the largest state-of-the-art spinning capacities in the world. There are around 40 Integrated Textile Parks dedicated to the manufacturing of textile items and Special Economic Zones (SEZs).
- The Indian innerwear market continues to be underpenetrated and thereby holds immense business opportunities.
- Women's Innerwear & casual wear category continues to grow holding potential for further growth.
- Infants and children casual wear also holds immense potential to bring in an organized business model at low costs as the apparel industry over all is continuing to grow.
- Tie ups with online portals to ensure reach and penetration.

Threats

- Emerging multi-national brands and their entry to the Indian market.
- Infrastructural bottlenecks and efficiency.
- Imports from other countries.
- Changing consumer behavior.
- Rise of e-commerce and increasing online purchase making it easier

Risks and Concerns

- **Volatility in the raw material prices:** Cotton yarn and fabric accounts for approximately, 70% of the total raw material cost. Currently, the Company is able to pass on any rise in the prices of raw material to the consumer. Any inability to pass on the impact of rise in raw material prices may negatively impact the estimated margin of the Company, resulting in lower earnings.
- **Acquisitions and/or business diversifications:** The Company, may decide to utilize the cash flows for business diversifications and/or acquisitions, with known and unknown risks, which may not turn successful and cause financial distress.
- **Changing customer's behaviour and spending capacity:** Rapid change in the customers' preferences, from one brand to another, makes it very difficult for a Company to establish a permanent connect and in gaining brand loyalty, consequently, leading to loss of business to its competitors. Furthermore, where, the improving Indian demographics have given credence to the Indian consumption story, any downward deviation in economic growth, will impact the consumers' discretionary spends, thereby, negatively impacting the earning potential of the Company.

Internal Control System and their Adequacy

The Company has adequate system of Internal Controls System commensurate with its nature of business and size of operations to safeguard and protect from loss, unauthorized use or disposition of Company's resources. There are proper procedures for authorization, recording and reporting of transactions to the management. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of Financial Statements in conformity with applicable accounting standards and principles or any other criteria applicable to such statements, and to maintain accountability for aspects. The Company's internal audit process covers all significant operational areas and reviews the in-system checks regularly. The Internal Audit Report, submitted by the Internal Auditors, is placed before the Audit Committee of the Company's Board of Directors, on quarterly basis, for reviewing. Suggestions for improvements are considered and the Audit Committee asserts stringent corrective actions and follows up on the implementations thereof.

Management Discussion and Analysis

The Audit Committee regularly meets the Statutory and Internal Auditors of the Company, to ascertain their views on the adequacy of Internal Control System and keeps the Board of Directors informed of its observations, from time to time.

Financial Performance

(₹ in Lacs)

Particulars	2018-19	2017-18	Change	%
Revenue from Operations	1,10,824.10	1,08,975.57	1,848.53	1.70
Other Income	539.18	341.50	197.68	57.88
Profit before Finance Charges, Tax, Depreciation/ Amortization (PBITDA)	17,530.65	16,945.62	585.02	3.45
Less: Finance Charges	1,672.75	759.18	913.57	120.34
Profit before Tax, Depreciation/ Amortization (PBTDA)	15,857.90	16,186.44	-328.54	-2.03
Less: Depreciation/ Amortization	1,317.40	1,441.18	-123.78	-8.59
Profit before Taxation (PBT)	14,540.50	14,745.26	-204.76	-1.39
Less: Tax Expense	5,203.12	5,283.83	-80.71	-1.53
Profit after Taxation (PAT)	9,337.38	9,461.43	-124.05	-1.31

Key Financial Ratios

As required pursuant to Schedule V(B) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Key Financial Ratios for the financial year 2018-19 vis-à-vis 2017-18 are reproduced hereinbelow:

Sl. No.	Ratio	Financial Year 2018-19	Financial Year 2017-18
i.	Debtors Turnover (Based on Gross Sales Value) ¹	3.17	4.07
ii.	Inventory Turnover	3.34	3.63
iii.	Interest Coverage Ratio	9.69	20.42
iv.	Current Ratio	1.89	1.92
v.	Debt Equity Ratio	0.30	0.21
vi.	Operating Profit Margin (%)	36.86	35.75
vii.	Net Profit Margin (%)	8.43	8.68
viii.	Return on Net Worth (%) ²	16.22	18.52

Notes:

Consequent to the introduction of the Goods and Services Tax (GST) w.e.f. July 1, 2017, Operating Profit margin and Net Profit margin for the year ended March 31, 2019 are not comparable with the previous year.

- The relatively lower Debtor Turnover Ratio for the year ended March 31, 2019 is due to tighter liquidity concerns. However, the Company do not foresee any increase in credit risk.*
- Return on Net Worth is lower for the Financial year 2018-19 due to lower rate of growth in profit after tax.*

In the preparation of Financial Statements, the treatment as prescribed in the applicable IND Accounting Standards are followed.

Human Resources and Industrial Relations

The Human Resources (HR) function of an organization is vital to creation and development of good quality and dedicated human capital, essential to the Company's business and operations. Rupa always focusses in grooming and training its workforce via imparting specialized and technical training, at regular intervals, which helps improve their knowledge, skill and competency, to execute their assignments, effectively and efficiently. Employee incentivisation, professional growth,

Management Discussion and Analysis

participation and recognition are always part of the Company's HR management, with focus on upgrading their quality of life and job satisfaction. This HR policy empowers the Company to attract, integrate and retain the best talent, requisite to its line of business and necessary for powering its growth. As on March 31, 2019, the number of permanent employees, on the rolls of Company, was 962. Further, the industrial relations have remained cordial, during the period under review.

Cautionary Statement

Statements in this Management Discussion and Analysis Report, describing the objectives, projections, estimates and expectations are 'forward-looking statements', within the meaning of applicable laws and regulations and are subject to volatile market conditions. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, includes economic conditions affecting demand/ supply and price conditions in the markets in which the Company operates, changes in Government regulations, tax laws, statutes and other incidental factors.

Corporate Governance Report

Company's Philosophy on Code of Governance

Corporate Governance is a system by which corporate entities are directed and controlled, encompassing the entire mechanics of the functioning of a Company. Good Corporate Governance practices are a *sine qua non* for sustainable business that aims at generating long term value to all its shareholders and other stakeholders.

The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company has always focused on good Corporate Governance practices, which is a key driver of sustainable corporate growth and long term value creation for its stakeholders. The Company has measures to periodically review and revise the Corporate Governance practices by subjecting business processes to audits and checks that measures up to the required standards. The Company believes that Corporate Governance is not just limited to creating checks and balances; it is more about creating organizational excellence leading to increasing employee and customer satisfaction and shareholder value. The Company always endeavors to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

Listing Regulations

The Company has complied with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, as applicable to the Company.

Board of Directors

The Board of Directors ('Board') of the Company provides leadership, strategic guidance and independent view to the Company's management while discharging its responsibilities. The Board consists of distinguished persons having requisite knowledge and expertise in business & industry, corporate governance, corporate finance, taxation, legal matters, strategic & risk management, marketing, etc.

Composition of the Board

The Board of the Company has an optimum combination of Executive Directors and Non-Executive Directors, including Independent Directors and Woman Director, meeting with the requirement of Regulation 17(1) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ('Act') read with the allied Rules. On March 31, 2019, the Board consisted of 12 (twelve) Directors, 6 (six) of whom were Independent Non-executive Directors, constituting 50% of the Board's strength and other 6 (six) were Executive Directors, 5 (five) of them belonging to the Promoter Group of the Company and 1 (one) Executive Non-Promoter. The Chairman is an Executive Director.

The Composition of the Board of Directors as on March 31, 2019, the number of other Directorships and Board Committee Memberships/ Chairmanships held by each Directors and their attendance at the Board Meetings and the last Annual General Meeting (AGM) of the Company are as follows:

Sl. No.	Name of the Director	Category of Directors	Number of Directorship in other Companies [#]	Number of Membership/ Chairmanship in other Company's Committee(s)*	Number of Board Meetings attended during the year	Attendance at the last AGM held on August 31, 2018
1	Mr. Prahlad Rai Agarwala	Chairman, Executive, Promoter	10	Nil	4	Yes
2	Mr. Ghanshyam Prasad Agarwala	Vice-chairman, Executive, Promoter	2	Nil	3	No
3	Mr. Kunj Bihari Agarwal	Managing Director, Promoter	6	Nil	4	Yes
4	Mr. Ramesh Agarwal	Executive, Promoter	18	2	4	Yes
5	Mr. Mukesh Agarwal	Executive, Promoter	19	Nil	3	No

Corporate Governance Report

Sl. No.	Name of the Director	Category of Directors	Number of Directorship in other Companies [#]	Number of Membership/ Chairmanship in other Company's Committee(s)*	Number of Board Meetings attended during the year	Attendance at the last AGM held on August 31, 2018
6	Mr. Satya Brata Ganguly [^]	Independent, Non-Executive	Not applicable	Not applicable	1	Not applicable
7	Mr. Dipak Kumar Banerjee	Independent, Non-Executive	9	9 (including 3 as a Chairman)	4	Yes
8	Mr. Dharam Chand Jain	Independent, Non-Executive	5	Nil	4	No
9	Mr. Sushil Patwari	Independent, Non-Executive	15	2	1	No
10	Mrs. Alka Devi Bangur	Independent, Non-Executive	5	2 (including 1 as a Chairman)	3	Yes
11	Mr. Vinod Kumar Kothari	Independent, Non-Executive	5	1	2	Yes
12	Mr. Ashok Bhandari [§]	Independent, Non-Executive	12	6	3	Yes
13	Mr. Niraj Kabra	Executive, Non-Promoter	Nil	Nil	4	Yes

[^]Mr. Satya Brata Ganguly resigned from directorship effective from July 3, 2018, whose tenure of office was till the conclusion of the ensuing 34th AGM of the Company. Mr. Ganguly sought his resignation due to health problems and there was no other material reasons for such resignation.

[§]Mr. Ashok Bhandari appointed as Independent Director with effect from August 10, 2018.

[#]Other Directorships includes Directorships in Public Companies, Private Limited Companies as well as Section 8 Companies (i.e., Companies formed with charitable objects, etc.).

*Only covers Membership/ Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other Public Limited Companies.

The name of the other listed companies in which the Directors of the Company is a Director and the category of directorship, as on March 31, 2019, are as hereunder:

Sl. No.	Name of the Director	Name of the other listed companies	Category of Directorship in other companies
1	Mr. Prahlad Rai Agarwala	Nil	Not applicable
2	Mr. Ghanshyam Prasad Agarwala	Nil	Not applicable
3	Mr. Kunj Bihari Agarwal	Nil	Not applicable
4	Mr. Ramesh Agarwal	Nil	Not applicable
5	Mr. Mukesh Agarwal	Nil	Not applicable
6	Mr. Dipak Kumar Banerjee	DIC India Limited TATA Sponge Iron Limited Tayo Rolls Limited The Tinplate Company of India Ltd Shristi Infrastructure Development Corporation Limited	Non-Executive, Independent

Corporate Governance Report

Sl. No.	Name of the Director	Name of the other listed companies	Category of Directorship in other companies
7	Mr. Dharam Chand Jain	Nil	Not applicable
8	Mr. Sushil Patwari	Nagreeka Exports Ltd. Nagreeka Capital & Infrastructure Ltd	Promoter Executive Promoter Non-Executive
9	Mrs. Alka Devi Bangur	The Peria Karamalai Tea and Produce Company Limited	Managing Director, Executive
10	Mr. Vinod Kumar Kothari	Greenply Industries Ltd	Non-Executive, Independent
11	Mr. Ashok Bhandari	Intrasoft Technologies Limited Maithan Alloys Ltd. Skipper Limited IFB Industries Ltd McLeod Russel India Limited Maharashtra Seamless Limited	Non-Executive, Independent
12	Mr. Niraj Kabra	Nil	Not applicable

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within the limits as prescribed under the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act and the SEBI Listing Regulations and are independent of the management.

Skills/ Expertise/ Competence of the Board of Directors

Details of core skills/ expertise/ competencies required by the Board for efficient functioning of the Company, in the context of business of the Company and sector to which the Company belongs and status of those skills/expertise/competence available with the Board, are as follows:-

Sl. No.	Skills/ Expertise/ Competencies required by the Board of Directors	Status of availability with the Board
1	Understanding of Business/ Industry Experience and knowledge of textile and hosiery business and sector and associated businesses.	Yes
2	Strategy and strategic planning Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's policies and priorities.	Yes
3	Critical and innovative thoughts The ability to critically analyse the information and develop innovative approaches and solutions to the problems.	Yes
4	Financial Understanding Ability to analyse and understand the key financial statements, assess financial viability of the business and efficient use of resources.	Yes
5	Market Understanding Understanding of market, consumer behaviour and sales.	Yes
6	Corporate Governance Understanding of the corporate governance norms and practices for sustainable growth and for generation of long term value to all its stakeholders.	Yes
7	Risk and compliance oversight Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, monitor risk and compliance management frameworks.	Yes

Board Procedure

The Board meets at least once in a quarter to review the quarterly business and the financial performance of the Company, apart from other Board business. However, the Board's function is not limited, to the matters, requiring approval of the Board statutorily. The Board is involved in all the important decisions relating to the Company and policy matters, strategic

Corporate Governance Report

business plans, new avenues of investment and expansion, compliance with statutory/ regulatory requirements, major accounting provisions, etc. The Independent Directors provide an effective monitoring role and play an important role in the deliberations at the Board and Committee Meetings and bring to the Company their expertise in the fields of business, corporate governance, strategic & risk management, finance, management and law.

The Company, from time to time, familiarizes its Independent Director with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The detail of familiarization programme is available on the website of the Company. The same is available on the website of the Company at the link, http://rupa.co.in/site/wp-content/uploads/2015/10/Familiarization_Programme_for_Independent_Directors1.pdf

The Meetings of the Board are generally convened at the Company's Registered Office in Kolkata. In case of urgency or when the Board Meeting is not practicable to be held, the matters are resolved *via* circular resolution, as permitted by law, which is noted and confirmed in the subsequent Board Meeting.

The Board Meetings are generally scheduled well in advance and the notice of the same is given in writing to each Director. The Board papers, comprising the agenda backed by comprehensive background information, are circulated to the Directors in advance as prescribed by law, to enable the Directors to take an informed decision and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to take up any matter, not included in the Agenda, for consideration with the permission of the Chairman and with the consent of majority of the Directors present in the Meeting.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at the Board Meeting on the overall performance of the Company. The information, as specified in Regulation 17(7) of the SEBI Listing Regulations and Secretarial Standard – 1, as amended, is made available to the Board, wherever applicable.

The Minutes of the Board Meetings are circulated to all the Directors and confirmed at the subsequent Meeting. The Minutes of the Meetings of the Committees of the Board are placed before the Board Meeting of the Company for its review. Also, the Minutes of the Board Meetings of the Subsidiary Companies are placed at the Board Meetings of the Company for its review.

The Board of Directors of the Company met 4 (four) times during the Financial Year 2018-19. At least 1 (one) Board Meeting was held in every quarter and the time gap between any 2 (two) Board Meetings did not exceed 120 days, as prescribed under the Act and the SEBI Listing Regulations. The Details of Board Meetings held are as follows:

Sl. No.	Date of the Board Meetings	Board strength (Number of Directors)	Number of Directors Present	Number of Independent Directors Present
1	May 23, 2018	12	9	3
2	August 10, 2018	12	10	5
3	November 14, 2018	12	11	5
4	February 8, 2019	12	10	5

Directors seeking re-appointment at the ensuing AGM

Mr. Prahlad Rai Agarwala, Director (DIN: 00847452), and Mr. Mukesh Agarwal, Director (DIN: 02415004), being liable to retire by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment.

Mr. Vinod Kumar Kothari, Mr. Dipak Kumar Banerjee, Mr. Sushil Patwari, Mr. Dharam Chand Jain and Mrs. Alka Devi Bangur, are recommended by the Board of Directors and the Nomination and Remuneration Committee to be re-appointed at the ensuing AGM, as an Independent Director of the Company, to hold office for a further term of 5 (five) consecutive years.

The brief profiles of the aforesaid Directors and the terms have been given in the Explanatory Statement annexed to the Notice of the ensuing AGM.

Corporate Governance Report

Inter-se Relationship amongst Directors

The inter-se relationship between the Directors has been depicted in the table below:

Sl. No.	Name	Designation	Relationship
1	Mr. Prahlad Rai Agarwala	Chairman (Whole-time Director)	Father of Mr. Ramesh Agarwal and brother of Mr. Ghanshyam Prasad Agarwala and Mr. Kunj Bihari Agarwal
2	Mr. Ghanshyam Prasad Agarwala	Vice-Chairman (Whole-time Director)	Father of Mr. Mukesh Agarwal and brother of Mr. Prahlad Rai Agarwala and Mr. Kunj Bihari Agarwal
3	Mr. Kunj Bihari Agarwal	Managing Director	Brother of Mr. Prahlad Rai Agarwala and Mr. Ghanshyam Prasad Agarwala
4	Mr. Ramesh Agarwal	Whole-time Director-cum-Chief Financial Officer	Son of Mr. Prahlad Rai Agarwala
5	Mr. Mukesh Agarwal	Whole-time Director	Son of Mr. Ghanshyam Prasad Agarwala

Apart from the relations mentioned hereinabove, there is no inter-se relation among the Directors of the Company.

Audit Committee

Terms of Reference

Terms of Reference of the Audit Committee are as hereunder:

1. Oversight of the financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval;
4. Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
5. Review and monitor the Auditor's independence and performance and effectiveness of audit process;
6. Examination of the Financial Statement and the Auditors' Report thereon;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Reviewing, with the management, performance of Statutory and Internal Auditors;
11. Discussion with Internal Auditors of any significant findings and follow up there on;
12. Evaluation of internal financial controls and risk management systems;
13. To review the functioning of the Whistle Blower Mechanism.

The detailed terms of reference of the Audit Committee as per Section 177(4) of the Act and Regulation 18 of the SEBI Listing Regulations, is available on the website of the Company at the link, http://rupa.co.in/livesite/wp-content/uploads/2019/03/Audit_Committee.pdf

Corporate Governance Report

Composition

As on March 31, 2019, Audit Committee comprised of 6 (six) members, of which majority were Independent Directors. All the members of the Audit Committee are financially literate and bring in expertise in the fields of accounting or related finance management. The composition of the Audit Committee is in accordance with the provisions of the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. The composition of the Audit Committee is as hereunder:

Name of Member	Position	Category
Mr. Vinod Kumar Kothari	Chairman	Independent Non-Executive
Mr. Dipak Kumar Banerjee	Member	Independent Non-Executive
Mr. Ashok Bhandari	Member	Independent Non-Executive
Mr. Sushil Patwari	Member	Independent Non-Executive
Mr. Ramesh Agarwal	Member	Promoter, Executive
Mr. Mukesh Agarwal	Member	Promoter, Executive

The Company Secretary acts as the Secretary to the Audit Committee.

Audit Committee Meeting and Attendance

During the Financial Year ended March 31, 2019, 4 (four) Audit Committee Meetings were held and the time gap between any 2 (two) such Meetings was not more than 120 days as prescribed under the SEBI Listing Regulations. The details of the Meetings and attendance thereof are as hereunder:

Name of Member	Meetings held during the year and Attendance			
	May 23, 2018	August 10, 2018	November 14, 2018	February 8, 2019
Mr. Vinod Kumar Kothari	Absent	Present	Absent	Present
Mr. Dipak Kumar Banerjee	Present	Present	Present	Present
Mr. Satya Brata Ganguly*	Present	Not applicable	Not applicable	Not applicable
Mr. Sushil Patwari	Absent	Present	Absent	Absent
Mr. Ashok Bhandari**	Not applicable	Not applicable	Present	Present
Mr. Ramesh Agarwal	Present	Present	Present	Present
Mr. Mukesh Agarwal	Present	Absent	Present	Present

* Ceased to be Member of the Audit Committee w.e.f. July 3, 2018.

** Inducted as member of the Audit Committee on August 10, 2018.

Mr. Vinod Kumar Kothari, Chairman of the Audit Committee, attended the last AGM of the Company held on August 31, 2018 and replied to the queries related to Accounts to the satisfaction of the Shareholders.

Nomination and Remuneration Committee

Terms of Reference

Terms of Reference of the Nomination and Remuneration Committee are as hereunder:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
4. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
5. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Corporate Governance Report

The detailed terms of reference of the Nomination and Remuneration Committee as per Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, is available on the website of the Company at the Link, http://rupa.co.in/livesite/wp-content/uploads/2019/03/Nomination__Remuneration_Committee.pdf

Composition

As on March 31, 2019, Nomination and Remuneration Committee comprised of 3 (three) members, all being Independent, Non-Executive Directors. The composition of the Committee is as per the provisions of Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act. The composition of the Nomination and Remuneration Committee is as hereunder:

Name of Member	Position	Category
Mr. Dipak Kumar Banerjee	Chairman	Independent Non-Executive
Mr. Vinod Kumar Kothari	Member	Independent Non-Executive
Mr. Sushil Patwari	Member	Independent Non-Executive

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Meeting and Attendance

During the Financial Year ended March 31, 2019, 3 (three) Nomination and Remuneration Committee Meetings were held. The details of the Meetings and attendance thereof are as hereunder:

Name of Member	Meetings held during the year and Attendance		
	May 22, 2018	August 10, 2018	February 8, 2019
Mr. Dipak Kumar Banerjee	Present	Present	Present
Mr. Vinod Kumar Kothari	Absent	Present	Present
Mr. Sushil Patwari	Present	Present	Absent

Performance Evaluation Criteria for Independent Directors

Pursuant to the provisions of the SEBI Listing Regulations and as per the requirement of Schedule IV of the Act, the criteria and the brief details of the performance evaluation carried out for Independent Directors has been given in the Board's Report.

Remuneration to Directors

Non-Executive Directors

The shareholders of the Company at the AGM held on August 31, 2018, has approved the payment of profit related commission to Non-Executive Directors (Independent) of the Company, annually, for a period not exceeding 5 (five) consecutive Financial Years, commencing from the financial year 2017-18, up to 1% of the net profits of the Company in any Financial Year, subject to a maximum ceiling of ₹ 26,00,000/- (Rupees Twenty Six Lacs only), in aggregate, per annum. The said Commission would be divided amongst the Non-executive Directors (Independent) in such manner, as decided by the Board of Directors of the Company.

The Non-Executive Directors are also being paid sitting fees. The sitting fees were paid to each Non-Executive Director @ ₹ 90,000/- (Rupees Ninety Thousand only) for each Meeting of the Board, ₹ 50,000/- (Rupees Fifty Thousand only) for each Meeting of the Audit Committee and ₹ 25,000/- (Rupees Twenty-five Thousand only) for each Meeting of the Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee, of the Board, attended by them. Further, each Independent Director was paid sitting fees @ ₹ 90,000/- (Rupees Ninety Thousand only) for their separate Meeting, attended by them.

The criteria of making payment to the Non-Executive Directors of the Company is available on the website of the Company at the link, http://rupa.co.in/site/wp-content/uploads/2015/10/Remuneration_Policy.pdf

Corporate Governance Report

The sitting fees and commission paid during the Financial Year 2018-19 and number of shares held as on March 31, 2019, is given in the table below:

Name of Directors	Sitting Fees (₹)	Commission [§] (₹)	Number of shares held	Period of appointment
Mr. Satya Brata Ganguly*	1,40,000	5,00,000	Nil	Appointed in the AGM held on September 11, 2014, for a consecutive period of 5 (five) years.
Mr. Dipak Kumar Banerjee	7,50,000	10,00,000	Nil	
Mr. Vinod Kumar Kothari	4,45,000	10,00,000	Nil	
Mr. Sushil Patwari	3,30,000	10,00,000	Nil	
Mr. Dharam Chand Jain	4,50,000	6,00,000	40,000	
Mrs. Alka Devi Bangur	3,60,000	6,00,000	Nil	Appointed w.e.f. November 14, 2014, for a consecutive period of 5 (five) years.
Mr. Ashok Bhandari [#]	4,60,000	5,00,000	Nil	Appointed w.e.f. August 10, 2018 for a consecutive period of 5 (five) years.
Total	29,35,000	52,00,000	40,000	

*Resigned on July 3, 2018.

[#]Appointed as Independent Director on August 10, 2018.

[§]Commission for the Financial Year 2017-18 and 2018-19, after approval at the AGM held on August 31, 2018.

There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

Executive Directors

The appointment of Executive Directors is governed by resolutions passed by the Board of Directors and Shareholders of the Company, which covers the terms of such appointment and payment of remuneration to them. Remuneration paid to the Executive Directors are recommended by the Nomination and Remuneration Committee and approved by the Board and the Shareholders of the Company at General Meeting and is within the limits prescribed under the Act. The remuneration package of Executive Directors comprises of salary, commission, perquisites & allowances, performance bonus, etc. Annual increments are recommended by the Nomination and Remuneration Committee to the Board for their approval. Presently, the Company does not have any stock option plan.

Further, the remuneration paid to the Executive Directors during the Financial Year 2018-19 is stated below:

Name of Directors	Salary & Allowances (₹)	Commission (₹)	Performance based Incentive (₹)	Perquisites (₹)	Total (₹)	Service Contract/ Notice Period/ Severance Fees*
Mr. Prahlad Rai Agarwala, Chairman (Whole-time Director)	96,00,000	1,00,00,000	-	-	1,96,00,000	Re-appointed w.e.f. April 1, 2015 for 5 (five) years
Mr. Ghanshyam Prasad Agarwala, Vice-Chairman (Whole-time Director)	90,00,000	-	-	-	90,00,000	Re-appointed w.e.f. April 1, 2016 for 5 (five) years
Mr. Kunj Bihari Agarwal, Managing Director	90,00,000	-	-	-	90,00,000	Re-appointed w.e.f. April 1, 2016 for 5 (five) years
Mr. Ramesh Agarwal, Whole-time Director-cum-Chief Financial Officer	60,00,000	-	27,00,000	-	87,00,000	Re-appointed w.e.f. April 1, 2015 for 5 (five) years

Corporate Governance Report

Name of Directors	Salary & Allowances (₹)	Commission (₹)	Performance based Incentive (₹)	Perquisites (₹)	Total (₹)	Service Contract/ Notice Period/ Severance Fees*
Mr. Mukesh Agarwal, Whole-time Director	60,00,000	-	27,00,000	-	87,00,000	Re-appointed w.e.f. April 1, 2015 for 5 (five) years
Mr. Niraj Kabra, Executive Director	16,44,604	-	-	-	16,44,604	Appointed for a period of 5 years w.e.f. February 12, 2018
Total	4,12,44,604	1,00,00,000	54,00,000	-	5,66,44,604	

*As per the terms of appointment and policy of the Company.

Stakeholders' Relationship Committee

Terms of Reference

Terms of Reference of the Stakeholders' Relationship Committee are as hereunder:

- Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
- Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company;
- All such complaints directly concerning the shareholders/ investors as stakeholders of the Company;
- To review, approve or delegate transfer, transmission, transposition and mutation of shares/securities, including issue of duplicate certificates and new certificates on split/ sub-division/ consolidation/ renewal, and to deal with all related matters;
- To review the dematerialization and rematerialisation of securities of the Company and such other related matters.

The detailed terms of reference of the Stakeholders' Relationship Committee, as per Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations is available on the website of the Company at the link, http://rupa.co.in/livesite/wp-content/uploads/2019/03/Stakeholders_Relationship_Committee.pdf

Composition, Meeting and Attendance

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act. During the Financial Year ended March 31, 2019, 4 (four) Stakeholders' Relationship Committee Meetings were held. The composition of the Committee and details of the Meeting and attendance thereof are as hereunder:

Name of Member	Position	Category	Meetings held during the year and Attendance			
			May 22, 2018	July 19, 2018	November 14, 2018	March 7, 2019
Mr. Sushil Patwari	Chairman	Independent, Non-Executive	Present	Present	Absent	Absent
Mr. Ramesh Agarwal	Member	Executive, Promoter	Present	Present	Present	Present
Mr. Mukesh Agarwal	Member	Executive, Promoter	Present	Absent	Present	Present

The Company Secretary acts as the Secretary to the Stakeholders' Relationship Committee.

Corporate Governance Report

Risk Management Committee

The Risk Management Committee of the Board of Directors of the Company was constituted on May 23, 2018. As on March 31, 2019, the Risk Management Committee comprised of 6 (six) Members.

Terms of Reference

Terms of Reference of the Risk Management Committee are as hereunder:

1. To consider and review, the Company's risk management strategies and whether it is consistent with the Company's strategy and business plan;
2. To consider, review and approve risk management policies and guidelines;
3. To decide on risk levels, risk appetite and related resource allocation;
4. To review major risk management activities such as hedging transactions;
5. To review the Company's approach to risk management and approve changes or improvements to key elements of its processes and procedures;
6. To review the cyber-security function and examine the subsequent findings and take corrective actions as required.

The detailed terms of reference of the Risk Management Committee, are available on the website of the Company at the link, http://rupa.co.in/livesite/wp-content/uploads/2019/03/Risk_Management_Committee.pdf

Composition, Meeting and Attendance

The composition of the Risk Management Committee is in compliance with the provision of Regulation 21 of the SEBI Listing Regulations. During the Financial Year ended March 31, 2019, 1 (one) Meeting of the Risk Management Committee was held. The composition of the Committee and details of the Meeting and attendance thereof are as hereunder:

Name of Member	Position	Category (Designation)	Meeting held during the year and Attendance
			February 8, 2019
Mr. Dipak Kumar Banerjee	Chairman	Independent Director	Present
Mr. Ramesh Agarwal	Member	Whole-time Director-cum-Chief Financial Officer	Present
Mr. Mukesh Agarwal	Member	Whole-time Director	Present
Mr. Niraj Kabra	Member	Executive Director	Present
Mr. Vikash Agarwal	Member	President	Present
Mr. Arihant Kumar Baid	Member	Manager-Finance & Accounts	Present

Compliance Officer

Mr. Kundan Kumar Jha, Company Secretary, act as the Compliance Officer of the Company.

Details of Shareholders' Complaints Received, Resolved and Pending

There was no shareholders' complaints received during the Financial Year 2018-19 and pending as on March 31, 2019.

All the communications received from the Shareholders were resolved by the Company to the satisfaction of the Shareholders. Shareholders'/ Investors' correspondence are normally attended promptly within the maximum period as specified under the law except matters constrained by disputes or legal impediments.

Subsidiary Companies

The Wholly-owned Subsidiaries (WOS) of the Company are unlisted and non-material.

Corporate Governance Report

The Minutes of the Board Meetings of the Subsidiaries are placed in the Board Meetings of the Company. Statement of important and significant transactions of the Subsidiaries, if any, is placed in the Board Meetings of the Company. The Audit Committee of the Company reviews Financial Statement including the investments, if any, made by the Subsidiaries.

CEO and CFO Certification

In terms of the provisions of the SEBI Listing Regulations, the Managing Director, the Whole-time Director-cum-Chief Financial Officer and Chief Executive Officer of the Company have given the annual certification on financial reporting to the Board and that the same forms part of this Annual Report.

General Body Meetings

Details of the location and time where the last 3 (three) AGMs of the Company were held and the Special Resolutions passed therein:

Financial Year	Location	Date & Time	Special Resolutions Passed
2015-16	Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071	August 31, 2016 at 11:00 a.m.	Nil
2016-17	Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071	August 31, 2017 at 11:00 a.m.	a) Approval of revision in the remuneration of Mr. Prahlad Rai Agarwala (DIN: 00847452), Chairman (Whole-time Director) of the Company, w.e.f. April 1, 2018; b) Approval of revision in the remuneration of Mr. Ghanshyam Prasad Agarwala (DIN: 00224805), Vice-Chairman (Whole-time Director) of the Company, w.e.f. April 1, 2018; and c) Approval of revision in the remuneration of Mr. Kunj Bihari Agarwal (DIN: 00224857), Managing Director of the Company, w.e.f. April 1, 2018.
2017-18	Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata - 700 071	August 31, 2018 at 11:00 a.m.	a) Approval of the payment of existing remuneration to the Executive Directors of the Company, who are promoters or members of the promoter group

Postal Ballot

During the Financial Year 2017-18 and 2018-19, the Company has not conducted any Postal Ballot. Further, there is no immediate proposal for passing any resolution through Postal Ballot process.

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

The Company has not raised funds through preferential allotment or qualified institutions placement.

PCS Certificate on Directors' eligibility to hold office

The Certificate from M/s Nidhi Bagri & Company, Practising Company Secretaries, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority, forms part of this Annual Report.

Corporate Governance Report

Incidence where recommendation of the Committees has not accepted by the Board

During the Financial Year, there were no such instances where the Board had not accepted any recommendation of any Committee.

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part

Name of the Company – fees paid by	Name of the Party	Total fees (Amount in ₹)
Rupa & Company Limited	M/s Singhi & Co., Statutory Auditor	22,50,000
Euro Fashion Inners International Private Limited, Wholly Owned Subsidiary of Rupa & Company Limited	M/s K. Agarwal & Co., Statutory Auditor	70,800
Imoogi Fashions Private Limited, Wholly Owned Subsidiary of Rupa & Company Limited	M/s Mittal & Agarwal, Statutory Auditor	50,000
Oban Fashions Private Limited, Wholly Owned Subsidiary of Rupa & Company Limited	M/s Singhi & Co., Statutory Auditor	3,00,000

Code of Conduct

The Company has adopted a comprehensive Code of Conduct as required under the SEBI Listing Regulations and the said code is available on the website of the Company at the link, http://rupa.co.in/site/wp-content/uploads/2015/10/Code_of_Conduct_Rupa_30_05_2016.pdf

All members of the Board and Senior Management Personnel have affirmed their compliance with the provisions of the Code of Conduct as on March 31, 2019, as required under Regulation 26(3) of the SEBI Listing Regulations and a declaration to this effect signed by the Managing Director forms part of this Annual Report.

Means of Communication

- i) The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly Financial Results in the format prescribed under the SEBI Listing Regulations. The approved Financial Results are forthwith sent to the Stock Exchanges, where the Company's shares are listed and are published, within the prescribed time period, in one of the prominent English business daily, the Economic Times and a local language newspaper, Ei Samay. Presently, half-yearly report is not sent to each household of shareholders.
- ii) The Company's Financial Results and official news releases are displayed on the Company's website, www.rupa.co.in.
- iii) The NSE Electronic Application Processing System (NEAPS) and Listing Centre are web based applications designed for compliance related filings by NSE and BSE, respectively, for listed companies. All periodical compliance filings are filed electronically on NSE's NEAPS and BSE's Listing Centre.
- iv) SEBI Complaints Redressal System (SCORES): The investor complaints, if any, are processed in a centralized web based complaints redressal system mandated by the SEBI through SCORES.
- v) The Company has designated following E-Mail IDs exclusively for redressal of the investor grievances and the necessary disclosure to this effect has also been made on the Company's website, www.rupa.co.in:
E-Mail IDs: cs@rupa.co.in & mgr.cs@rupa.co.in
- vi) The Company sends reminders for the unpaid dividend to the Shareholders every year.
- vii) Management Discussion and Analysis forms part of this Annual Report, which is sent to the Shareholders of the Company.
- viii) Official news release, if any, is being placed on the website of the Company at www.rupa.co.in.
- ix) There were no formal presentations made to institutional investors or to the analysts during the financial year.

Corporate Governance Report

General Shareholder's Information

Detailed information in this regard is provided herein below:

i) Annual General Meeting

Date: September 6, 2019

Time: 11:00 a.m.

Venue: Kala Kunj, 48 Shakespeare Sarani, Kolkata – 700 017

ii) Financial Year Calendar for 2019-20

The Company follows 1st April to 31st March as its Financial Year. The tentative calendar for consideration of the Financial Results during the Financial Year 2019-20, is as follows:

Financial Results for the quarter ending June 30, 2019	2nd week of August, 2019
Financial Results for the half year ending September 30, 2019	2nd week of November, 2019
Financial Results for the quarter ending December 31, 2019	2nd week of February, 2020
Financial Results for the quarter and year ending March 31, 2020	3rd week of May, 2020

iii) Book Closure Date

From August 31, 2019 to September 6, 2019 (both days inclusive).

iv) Dividend

The dividend, as recommended by the Board of Directors, if approved at the ensuing AGM, will be paid at par to those Members, whose name shall appear on the Register of Members as on close of business hours on Friday, the August 30, 2019. The dividend payout shall be made on or after September 11, 2019.

Unclaimed Dividends

The dividend amount transferred to the Unpaid Dividend Account and remaining unpaid/ unclaimed for a period of 7 (seven) years from the date of such transfer is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The dates of declaration of dividend and corresponding dates when unpaid/ unclaimed Dividends are due for transfer to IEPF are as hereunder:

Financial Year	Date of declaration of dividend	Due Date for transfer to IEPF
2011-12	September 29, 2012	November 05, 2019
2012-13	September 28, 2013	November 04, 2020
2013-14	September 11, 2014	October 18, 2021
2014-15	September 15, 2015	October 22, 2022
2015-16 (Interim)	March 11, 2016	April 17, 2023
2016-17	August 31, 2017	October 7, 2024
2017-18	August 31, 2018	October 7, 2025

The details of the same can be accessed through the link: <http://rupa.co.in/unpaid-dividend/>

Note: During the year ended March 31, 2019, the Company has transferred unclaimed and unpaid dividend for the Financial Year 2010-11, amounting to ₹ 1,59,255/- (Rupees One Lakh Fifty Nine Thousand Two Hundred Fifty Five only), to the IEPF.

During the year ended March 31, 2019, 21 Equity Shares of ₹ 1/- each, held by 3 shareholders, in aggregate, whose dividends have remained unpaid or unclaimed for a period of 7 (Seven) consecutive years or more, as on the due date, have been transferred to the IEPF Demat Account, within the due date.

Corporate Governance Report

v) Stock Exchanges on which shares are listed

The shares of the Company are listed at the below mentioned Exchanges:

Sl. No.	Name of the Stock Exchange	Address
1.	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
2.	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Annual Listing Fees, as prescribed, has been paid by the Company to BSE and NSE.

vi) Stock Code

NSE – RUPA

BSE – 533552

Demat ISIN for National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) – INE895B01021

vii) Market Price Data (Face Value of ₹ 1/- each)

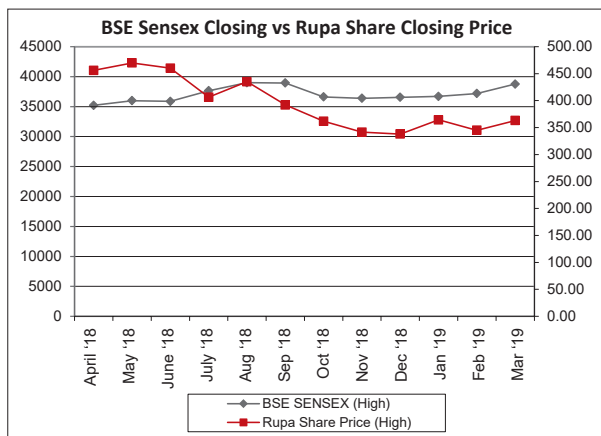
The monthly high and low quotations and volume of shares traded on BSE and NSE during the year are given below:

Month & Year	BSE			NSE		
	Month's high price (₹)	Month's low price (₹)	Volume (Numbers)	Month's high price (₹)	Month's low price (₹)	Volume (Numbers)
April, 2018	456.00	377.60	2,56,588	456.70	376.00	23,24,478
May, 2018	469.90	407.20	1,06,526	468.50	403.05	9,66,149
June, 2018	460.00	384.00	1,34,350	459.70	382.20	8,80,966
July, 2018	406.35	348.85	75,421	405.00	349.00	6,94,857
August, 2018	435.00	362.65	1,12,738	433.00	373.50	8,29,043
September, 2018	391.90	304.00	43,305	386.90	303.00	3,90,511
October, 2018	361.80	246.65	1,79,021	363.00	244.35	14,83,641
November, 2018	341.40	294.10	88,768	341.80	293.15	9,53,087
December, 2018	338.00	303.00	62,023	337.80	301.00	3,58,547
January, 2019	364.25	332.65	2,34,719	364.00	330.00	16,02,481
February, 2019	345.00	303.00	38,588	346.05	302.90	1,57,294
March, 2019	363.00	308.45	1,26,142	363.10	306.55	6,53,750

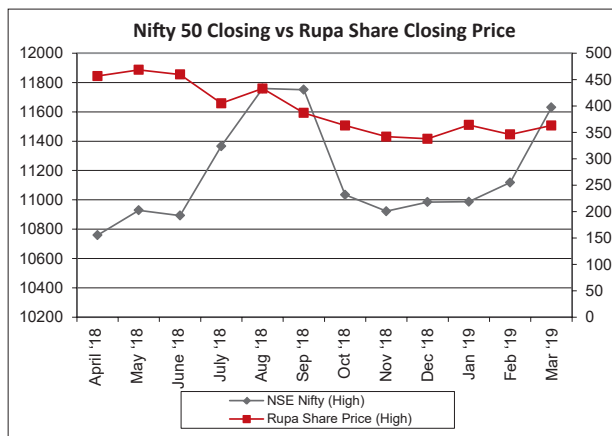
viii) Share Price Performance in comparison to broad-based indices, namely, BSE Sensex and NSE Nifty respectively

Financial Year	BSE		NSE	
	% change in RUPA share price	% change in BSE SENSEX	% change in RUPA share price	% change in NSE NIFTY 50
2018-19	-7.72	+ 17.30	-7.82	+14.93

Corporate Governance Report



The graph is made on the basis of monthly high price of BSE SENSEX and RUPA share



The graph is made on the basis of monthly high price of NSE Nifty 50 and RUPA share

ix) The shares of the Company are not suspended from trading.

x) **Registrar and Share Transfer Agents (RTA)**

Name: Maheshwari Datamatics Pvt. Ltd.
 Address: 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001
 Tel: +91-33-2243 5029/2248 2248, Website: www.mdpl.in
 Fax: +91-33-2248 4787, E-mail ID: mdpldc@yahoo.com

xi) **Address for Correspondence**

RTA	Company's Registered Office
Maheshwari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road, 5 th Floor, Kolkata – 700 001 Tel: +91-33-2243 5029/ 2248 2248; Fax: +91-33-2248 4787 E-mail ID: mdpldc@yahoo.com	Rupa & Company Limited Metro Tower, 8 th Floor, 1, Ho Chi Minh Sarani, Kolkata – 700 071 Tel: +91-33-4057 3100; Fax: +91-33-2288 1362 E-mail ID: cs@rupa.co.in

xii) **Share Transfer System**

The work relating to Share Registry both in physical and electronic form are handled by the RTA of the Company. The transfer of shares in physical form is processed and completed by the RTA within 15 days of receipt of all completed documents. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository Participants. In compliance with the SEBI Listing Regulations, a Practicing Company Secretary, audits the System of Transfer and a Certificate to that effect is issued half yearly as required under Regulation 40(9) of the said Regulations. The Company provides investor and depository services through its RTA.

Corporate Governance Report

xiii) Distribution of Shareholding as on March 31, 2019

Shareholding Range	Number of Holders	% of Shareholding	Number of Shares	% of Shareholding
Upto 500	11,300	93.86	8,91,097	1.12
501 to 1,000	348	2.89	2,79,743	0.35
1,001 to 2,000	180	1.49	2,86,088	0.36
2,001 to 3,000	49	0.41	1,34,138	0.17
3,001 to 4,000	32	0.27	1,21,768	0.15
4,001 to 5,000	18	0.15	84,740	0.11
5,001 to 10,000	47	0.39	3,67,450	0.46
Above 10,000	65	0.54	7,73,59,536	97.28
Grand Total	12,039	100.00	7,95,24,560	100.00

xiv) Shareholding Pattern as on March 31, 2019

Category	Number of Shares held	% of Share capital
A. Promoter & Promoter Group Shareholding		
Promoter & Promoter Group (Indian)	5,82,82,046	73.29
Sub-total (A)	5,82,82,046	73.29
B. Public Shareholding		
Public - Institutions		
Banks, Financial Institutions	20,301	0.02
Foreign Portfolio Investors	3,27,090	0.41
Foreign Institutional Investors	-	-
Sub-total (B)	3,47,391	0.43
Public – Non-Institutions		
Bodies Corporate	1,84,01,518	23.14
Indian Public	23,35,034	2.94
Non Resident Individuals	88,819	0.11
IEPF Authority	30,531	0.04
Others	39,221	0.05
Sub-total (C)	2,08,95,123	26.28
Total (A+B+C)	7,95,24,560	100.00

xv) Dematerialization of Shares

As on March 31, 2019, 99.71% of the equity shares of the Company were held in dematerialized form, with 100% of the shareholding of Promoter(s) and Promoter Group being in dematerialized form. The Company is into an agreement with NSDL and CDSL, whereby shareholders have the option to dematerialize their shares with either of the two depositories.

Particulars	Number of Shares	% to Total Paid-up Capital
NSDL	7,11,81,015	89.51
CDSL	81,11,918	10.20
Total Dematerialized	7,92,92,933	99.71
Physical	2,31,627	0.29
Total	7,95,24,560	100.00

Corporate Governance Report

xvi) Liquidity

The Company's Equity Shares are liquid and actively traded on the Indian Stock Exchanges, i.e., NSE and BSE are the only stock exchanges where the shares of the Company are listed.

xvii) Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any Convertible Instruments, conversion date and likely impact on Equity

The Company has not issued any GDRs/ADRs/Warrants or any other Convertible Instruments.

xviii) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not have derivative and commodity instruments. Risk to Company from foreign currency exposure on import/ export transactions is very minimal. Further, such risks are managed through Internal Finance Controls. The details of foreign currency transactions are disclosed in Note 3.9 and Note 47 in the Notes to the Standalone Financial Statements.

xix) Details of credit ratings obtained by the Company along with any revisions thereto during the financial year 2018-19

The details of credit ratings obtained by the Company along with any revisions thereto during the financial year 2018-19, for all debt instruments are as hereunder:

Nature of instrument	Rating Agency	Date of Rating	Amount	Rating outstanding
Long Term Rating	CRISIL	Rating outstanding as on 31/03/2018	₹ 293 crores	CRISIL A+/Positive
Short Term Rating				CRISIL A1+ (Reaffirmed)
Commercial Paper				CRISIL A1+
Long Term Rating	CRISIL	17/05/2018	₹ 293 crores	CRISIL A+/Positive
Short Term Rating				CRISIL A1+ (Reaffirmed)
Commercial Paper				CRISIL A1+
Long Term Rating	CRISIL	31/05/2018	₹ 180 crores	CRISIL A1+
Long Term Rating				CRISIL AA-/Stable (Upgraded from A+/Positive)
Short Term Rating				CRISIL A1+ (Reaffirmed)
Commercial Paper	CRISIL	04/10/2018	₹ 180 crores	CRISIL A1+
Commercial Paper				CRISIL A1+
Commercial Paper	CRISIL	29/11/2018	₹ 180 crores	CRISIL A1+

xx) Plant Locations

Jalan Industrial Complex, Bombay Road (National Highway 6) P.O. - Begri, Vill - Biprannapara, Howrah, West Bengal – 711 411	S.F. No.387/4, Angeripalayam Road, Angeripalayam Post, Dist. - Tirupur, Tamil Nadu – 640 602
Paridhan Garment Park, 19, Canal South Road Kolkata, West Bengal – 700 015	Premises No. 2/104, Thekkalur Avinashi Road, Avinashi, Tirupur, Tamilnadu – 641 654
E-4 and E-6, Sector D-1 (P-3), Tronica City, Ghaziabad, U.P. – 201 102	284/11, Garvebhavipalya, Hosur Road, Near Chamundeshwari and Saibaba Temple, Bengaluru, Karnataka – 560 068
	Sy. No. 36/5, Hara Lukunte, Village, 27th Main Road, Somasandrapalya, HSR Layout, Begur Hubli, Bengaluru, Karnataka – 560 102

Disclosures

i) Disclosure on materially significant related party transactions, that may have potential conflict with the interests of the Company at large

All related party transactions entered by the Company during the Financial Year 2018-19 with related parties were in the ordinary course of business and at an arm's length basis. There were no materially significant related party transactions made by the Company with its subsidiaries, its promoters, directors or management, or their relatives,

Corporate Governance Report

etc. that may have potential conflict with the interests of the Company at large. Further, disclosure of transactions with related parties is set out in Notes 41 and 43 in Notes to the Standalone Financial Statements, forming part of this Annual Report.

The policy on Related Party Transactions and policy for determining 'material' subsidiaries has been uploaded on the website of the Company. The same are available at the links: <http://rupa.co.in/livesite/wp-content/uploads/2018/12/policy-on-related-party-transactions.pdf> and <http://rupa.co.in/livesite/wp-content/uploads/2018/12/Policy-on-Determination-of-Materiality1.pdf>, respectively.

ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 (three) years

The Company has complied with all requirements of the SEBI Listing Regulations and Guidelines of SEBI. Consequently, there were no strictures or penalties imposed on the Company by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last 3 (three) years.

iii) Establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

In terms of Regulation 22 of the SEBI Listing Regulations, Section 177 of the Act, read with the Rules made thereunder, and Regulations 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has established a vigil mechanism and framed a 'Whistle Blower Policy'.

Audit Committee looks into the complaints raised, if any, and their redressal. No personnel have been denied access to the Audit Committee and there were no cases reported during the Financial Year ended March 31, 2019.

The Policy has been uploaded on the website of the Company and the same is available at the link, http://rupa.co.in/livesite/wp-content/uploads/2019/03/Whistle_Blower_Policy.pdf

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

There was no complaint filed and disposed of during the Financial Year 2018-19 in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also no complaint was pending as at the end of the Financial Year.

Non-Compliance with the requirements of Corporate Governance Report

There has been no non-compliance with any of the requirement of Corporate Governance Report, as prescribed under Regulation 34, read with Para C of Schedule V of the SEBI Listing Regulations.

Adoption of the discretionary requirements under SEBI Listing Regulations

All the mandatory requirements of the SEBI Listing Regulations are being complied with and the Discretionary or Non-mandatory requirements, as specified under Regulations 27(1), read with Part E of Schedule II to the SEBI Listing Regulations, are reviewed by the Board from time to time and adopted wherever necessary. The Company has adopted following non-mandatory requirements:

- The Auditor's Report on the Company's Financial Statements is unmodified.
- The Company has appointed separate person for the post of Chairman and Managing Director. The Company does not have a Non-executive chairman.
- The Report of the Internal Auditors is placed before the Audit Committee on a quarterly basis and the same is reviewed by the Audit Committee.

Compliance with Corporate Governance Requirements

The Company has complied with the Corporate Governance requirements as specified in the SEBI Listing Regulations.

Demat Suspense Account/ Unclaimed Suspense Account

There were no shares underlying in the demat suspense account or unclaimed suspense account.

Independent Auditor's Certificate on Corporate Governance

To
The Members of
Rupa & Company Limited

1. We have examined the compliance of conditions of Corporate Governance by Rupa & Company Limited ("the Company"), for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "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 compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the 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 the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by 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 Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations 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 clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended March 31, 2019.
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 the Management has conducted the affairs of the Company.

For **Singhi & Co.**
Chartered Accountants
ICAI Firm Registration Number: 302049E

Sd/-
Aditya Singhi

Partner

Membership No.: 305161

Place: Kolkata
Date: May 25, 2019

DECLARATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT

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

This is to confirm that the Company has adopted a "Code of Conduct and Business Ethics" for its Board Members, Senior Management Personnel and all other employees and that the same is available on the website of the Company, www.rupa.co.in.

We, hereby declare that all the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the aforesaid Code for the Financial Year ended March, 31, 2019.

Place: Kolkata
Date: May 25, 2019

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Certification by Managing Director, Chief Financial Officer and Chief Executive Officer in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, the undersigned, in our respective capacities as the Managing Director, the Whole-time Director-cum-Chief Financial Officer and Chief Executive Officer of Rupa & Company Limited ("the Company"), in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby certify that:

- A. We have reviewed the Financial Statements, including the Cash Flow Statement, of the Company for the Financial Year ended March 31, 2019 and to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) 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. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: May 25, 2019

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

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,
Rupa & Company Limited
1, Ho Chi Minh Sarani,
Metro Tower, 8th Floor, Kolkata-700071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rupa & Company Limited, having CIN-L17299WB1985PLC038517 and having registered office at 1, Ho Chi Minh Sarani, Metro Tower, 8th Floor, Kolkata-700071 (hereinafter referred to as the 'Company'), produced before us 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Prahlad Rai Agarwala, Executive, Chairman	00847452	06.02.1985
2.	Mr. Ghanshyam Prasad Agarwala, Executive, Vice Chairman	00224805	13.07.1987
3.	Mr. Kunj Bihari Agarwal, Managing Director	00224857	17.07.1987
4.	Mr. Ramesh Agarwal, Whole-time Director-cum-Chief Financial Officer	00230702	29.07.2009
5.	Mr. Mukesh Agarwal, Whole-time Director	02415004	29.07.2009
6.	Mr. Niraj Kabra, Executive Director	08067989	12.02.2018
7.	Mr. Vinod Kumar Kothari, Non-Executive Independent Director	00050850	26.07.2004
8.	Mr. Ashok Bhandari, Non-Executive Independent Director	00012210	10.08.2018
9.	Mr. Dharam Chand Jain, Non-Executive Independent Director	00453341	31.01.2003
10.	Mr. Dipak Kumar Banerjee, Non-Executive Independent Director	00028123	30.05.2013
11.	Mr. Sushil Patwari, Non-Executive Independent Director	00023980	17.11.2003
12.	Mrs. Alka Devi Bangur, Non-Executive Independent Director	00012894	14.11.2014

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

Thanking you,

For **Nidhi Bagri & Company**
(Practising Company Secretaries)
Sd/-
(Nidhi Bagri)
Proprietor
ACS No. 24765
C.P.No. 9590

Date: May 18, 2019
Place: Kolkata

Business Responsibility Report

BUSINESS RESPONSIBILITY REPORT

For the Financial Year ended March 31, 2019

[Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Section A: General Information about the Company

1.	Corporate Identity Number (CIN) of the Company	L17299WB1985PLC038517
2.	Name of the Company	Rupa & Company Limited
3.	Registered address	1, Ho Chi Minh Sarani, Metro Tower , 8th Floor, Kolkata - 700 071
4.	Website	www.rupa.co.in
5.	E-mail ID	cs@rupa.co.in
6.	Financial Year reported	2018-19
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacturing of knitted apparel including hosiery (14309)
8.	Key products/ services that the Company manufactures/ provides	Manufacturing and sale of Hosiery Goods
9.	Total number of locations where business activity is undertaken by the Company a) Number of International Locations b) Number of National Locations	Nil Manufacturing facilities are located at 4 locations. The details are given in the Corporate Governance Report, forming part of this Annual Report.
10.	Markets served by the Company	The Company's products have national presence and some of the products are exported as well.

Section B: Financial Details of the Company

1.	Paid-up Capital (INR)	₹ 7,95,24,560/-
2.	Total Turnover (INR)	₹ 1108,24,10,001/-
3.	Total Profit after Taxes (INR)	₹ 93,37,37,608/-
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after taxes	₹ 2,57,35,667/-, i.e., 2.76%
5.	List of activities in which expenditure in 4 above has been incurred	The Company has carried out various CSR Activities, as prescribed under the Companies Act, 2013. The details of such activities are given in the Annual Report on CSR Activities, annexed to the Board's Report, forming part of this Annual Report

Section C: Other Details

1.	Does the Company have any Subsidiary Company/ Companies?	The Company has 3 (three) Wholly-owned Subsidiaries.
2.	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company?	No, the Subsidiary Companies do not participate in the BR initiatives of the Company. However, the Company encourages its subsidiary companies to participate in the BR initiatives of the Company.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company?	Other entity/entities (e.g., suppliers, distributors, etc.) that the Company does business with, do not participate in the BR initiatives of the Company.

Business Responsibility Report

Section D: BR (Business Responsibility) Information

The Board of Directors of the Company has entrusted the Corporate Social Responsibility (CSR) Committee of the Board, with the responsibility of BR implementation, reporting and other related matters. The terms of reference of the CSR Committee has been modified to include the activities relating to BR implementation and other related matters and the same is available on the website of the Company, at the link, <http://rupa.co.in/site/wp-content/uploads/2015/10/corporate-social-responsibility-policy.pdf>

1. Details of Director/ Directors responsible for BR

a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies

DIN	00224857
Name	Mr. Kunj Bihari Agarwal
Designation	Managing Director

b) Details of the BR head

DIN (if applicable)	08067989
Name	Mr. Niraj Kabra
Designation	Executive Director
Telephone Number	+91-33-40573100
E-mail ID	niraj@rupa.co.in

2. **Principle-wise (as per NVGs) BR Policy/policies:** The Company operates with a strong belief that giving back to the society and contributing towards its sustainable development is every organizations responsibility. The Company practices highest standards of corporate and individual behaviour in the conduct of business and the discharge of their duties. The Company always focuses on the areas of ethical risk, integrity and honesty, provides guidance to help individuals to recognize and deal with ethical issues and help foster a culture of honesty, integrity and accountability.

The BR Policy of the Company is based on the National Voluntary Guidelines on Social, Environment and Economic Responsibilities of Business (NVGs) issued by the Ministry of Corporate Affairs, Government of India.

This Policy is supported by the Code of Conduct and Business Ethics of the Company which describes the standards that everyone, at Rupa & Company Limited, follows.

The National Voluntary Guidelines provide the following nine principles.

Principle 1: Ethics, Transparency and Accountability [P1]
Principle 2: Products Lifecycle Sustainability [P2]
Principle 3: Employees' Well-being [P3]
Principle 4: Stakeholder Engagement [P4]
Principle 5: Human Rights [P5]
Principle 6: Environment [P6]
Principle 7: Policy Advocacy [P7]
Principle 8: Inclusive Growth [P8]
Principle 9: Customer Value [P9]

Business Responsibility Report

a) Details of Compliance (Reply in Y/N)

Principle-wise as per National Voluntary Guidelines (NVGs) BR Policy/Policies:

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The Company strives to promote human rights as mentioned in the Constitution of India in the provisions of Fundamental Rights and Directive Principles of State Policy and also the guidelines of the International Bill of Human Rights.								
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The BR Policy has been signed by the Chairman of the Company.								
5.	Does the Company have a specified Committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is authorised to oversee the implementation of the Business Responsibility Policy, reporting and other related matters.								
6.	Indicate the link for the policy to be viewed online?	The BR Policy can be viewed at: http://rupa.co.in/livesite/wp-content/uploads/2018/12/Business_Responsibility_Policy1.pdf For further reference on various policies, the same can be viewed in link, as mentioned in the following notes:								
		6a		6b	6c	6d			6e	
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Audit/ evaluation has been carried out with the internal resources.								

Notes to the Clause 2(a)(6):

6(a) - Code of Conduct and Business Ethics: http://rupa.co.in/site/wp-content/uploads/2015/10/Code_of_Conduct_Rupa_30_05_2016.pdf

Whistle Blower Policy: http://rupa.co.in/livesite/wp-content/uploads/2019/03/Whistle_Blower_Policy.pdf

6(b) - Whistle Blower Policy: http://rupa.co.in/livesite/wp-content/uploads/2019/03/Whistle_Blower_Policy.pdf

6(c) - CSR Policy: <http://rupa.co.in/site/wp-content/uploads/2015/10/corporate-social-responsibility-policy.pdf>

Whistle Blower Policy: http://rupa.co.in/livesite/wp-content/uploads/2019/03/Whistle_Blower_Policy.pdf

Dividend Distribution Policy: <http://rupa.co.in/livesite/wp-content/uploads/2018/12/Dividend-Distribution-Policy.pdf>

6(d) - Whistle Blower Policy: http://rupa.co.in/livesite/wp-content/uploads/2019/03/Whistle_Blower_Policy.pdf

6(e) - CSR Policy: <http://rupa.co.in/site/wp-content/uploads/2015/10/corporate-social-responsibility-policy.pdf>

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: Not applicable.

Business Responsibility Report

3. Governance related to BR

- a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:** The CSR Committee of Board of Directors assesses the BR Performance of the Company, annually.
- b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?** – The Business Responsibility Report, forms part of the Annual Report for the Financial Year 2018-19. The same is also available on the Company's website, www.rupa.co.in.

Section E: Principle-wise Performance

Principle 1

- 1) **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?** – The Policy relating to ethics, bribery and corruption covers only the Company and its employees. The Company strives to maintain the highest standards of ethics in all spheres of its business activities. It is our endeavor to inculcate ethical behavior at all levels across the Company, making it an essential part of the work culture. Apart from BR Policy, the Company has following policies dealing with ethics, transparency and accountability:

Code of Conduct and Business Ethics: This Code is applicable to Company's directors, senior management and employees. All concerned are required to strictly adhere to this Code of Conduct and Business Ethics. The Company ensures maximum appropriate disclosure to its various stakeholders without impacting its strategic intent.

Whistle Blower Policy: Company's Whistle Blower mechanism provides an avenue to address concerns, in line with the Company's policy of highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, as well as timely redressal of concerns and disclosures to build and strengthen a culture of transparency and trust in the Company.

This Policy does not extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others. However, the Company encourages them to participate in the BR initiatives of the Company.

- 2) **How many stakeholder complaints have been received in the Financial Year under review and what percentage was satisfactorily resolved by the management?** – During the Financial Year, no Shareholder's complaint was received by the Company. No complaints were pending as on March 31, 2019. All communications/ queries received, were resolved, by the Company, to the satisfaction of the Shareholders. Customers' complaints and other correspondence are attended promptly by the Company.

Principle 2

- 1) **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities** – The Company is engaged in manufacturing and sale of the Hosiery and related products and services. The Company ensures that the goods it produces meets the safety standards. The manufacturing units of the Company meets applicable environmental norms. The Company ensures that its business goals are pursued without compromising on social or environmental concerns.
- 2) **For each such product, provide the following details in respect of resource use (energy, water, raw material, etc.)** – The Company ensures that it keeps balance of the social, environmental and economic impact of the business it conducts. The Company also ensures that its business goals are pursued without compromising any of the three elements, throughout the life cycle of the goods, from design to disposal/ delivery, i.e., from acquisition of raw materials through manufacturing and processing, smart packaging, distribution and transportation, use and reuse, recycling and disposal. The details of steps taken by the Company for conservation of energy has been detailed out in Annexure – II to the Board's Report, forming part of this Annual Report.

Business Responsibility Report

- 3) **Does the Company have procedures in place for sustainable sourcing (including transportation)?** – The Company strives to use all the resources viz. raw materials, natural resources and other resources, like, electricity, air, power, etc., sustainably, with maximum optimisation at all stages, including recycling the same to the extent possible. The Company also regularly advises its employees, workers, engineers, value chain members including suppliers and distributors, customers and recyclers, on optimum utilisation of resources. The Company shall strives to use solar energy, depending on its feasibility, as part of captive consumption at its manufacturing units.
- 4) **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?** – The Company strives to procure goods from local & small producers. The Company also outsources some of its jobs to local contractors and job-workers.
- 5) **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).** – The Company ensures that the waste products generated during the process of manufacturing are re-cycled or the by-products generated, if any, are put to best possible use to safeguard the environment from over utilization of resources and minimize the hazards. The Company strives to reduce its own environmental footprints, influence the stakeholders in order to encourage them to reduce their footprints and engage with the employees to help reduce their personal footprints.

The waste cutting fabrics are being sold to third party for recycling thereof to make it reusable in some manner. About 5-10% of the wastes have been recycled.

Principle 3

- 1) **Total number of permanent employees** – 962, as on March 31, 2019
- 2) **Total number of employees hired on temporary/contractual/casual basis** – 1476, as on March 31, 2019
- 3) **Number of permanent women employees** – 102, as on March 31, 2019
- 4) **Number of permanent employees with disabilities** – The Company does not follow differential recruitment policy based on employees’ demographic details and physical abilities. Hence, this number is not tracked.
- 5) **Do you have an employee association that is recognized by management** – No, there is no trade union in the factories of the Company. Employees have formed Works Committee in manufacturing units to address the grievances.
- 6) **Percentage of permanent employees who are members of this recognized employee association** – Not applicable.
- 7) **Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last Financial Year and pending, as on the end of the Financial Year** –

No.	Category	No of complaints filed during the Financial Year	No of complaints pending as on end of the Financial Year
1.	Child labour/ forced labour/ involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

- 8) **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?** – Human Resources function is instrumental in creating and developing human capital in alignment with the Company’s requirement. One of the key focus areas in the Company’s objective is to groom and to train employees. It imparts specialized and technical training to its employees at regular intervals, which enrich their knowledge, skill and competency to perform their job effectively and efficiently. Workplace safety training is also being provided to the workmen to enhance their knowledge and skills, they need to protect equipment, facilities and unintentional physical injuries. Training has been provided to more than 20% of the workforce during the year.

Business Responsibility Report

Principle 4

- 1) **Has the Company mapped its internal and external stakeholders? Yes/No** – Yes, the Company has mapped its internal and external stakeholders. We recognise employees, business associates (network of suppliers, stockists and dealers), customers, shareholders/ investors, communities surrounding our operations and regulatory authorities as our key stakeholders.
- 2) **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?** – The Company believes that all its stakeholders are not equally influential and therefore it encourages to proactively engage with and responds to safeguard the interest of those that are disadvantaged, vulnerable and marginalized and who are at an underdeveloped area. The Corporate Social Responsibility (CSR) initiatives undertaken by the Company has been driven towards the benefit of the disadvantaged, vulnerable and marginalized stakeholders.
- 3) **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders?** – The initiatives taken by the Company have been detailed out in the Annual Report on CSR activities, which has been annexed to the Board's Report, marked as Annexure – V, forming part of this Annual Report.

Principle 5

- 1) **Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?** – In Rupa, the issues related to human rights are covered under the Code of Conduct and Business ethics and Whistle blower Policy, apart from the BR Policy, which covers only the Company and its employees. The Company understands and continuously strives to promote human rights as mentioned in the Constitution of India in the provisions of Fundamental Rights and Directive Principles of State Policy and also the guidelines of the International Bill of Human Rights.
- 2) **How many stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the management?** – No complaint was received pertaining to human rights violation during the past Financial Year. Details of complaints received from shareholders have been dealt in clause 2 of Principle 1.

Principle 6

- 1) **Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?** – The Policy related to Principle 6 cover only the Company. However, the Company encourages that the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others should follow the underlying standard stated under this principle.
- 2) **Does the Company has strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage, etc.** – The Company ensures undertaking of pollution control measures not only at all stages of production but also within the workplace, i.e., within the administrative offices, units, depots and such other places where the Company operates.
- 3) **Does the Company identify and assess potential environmental risks? Y/N** – The Company assesses the potential environmental risks periodically by gauging the environmental impacts of the existing practices and procedures adopted by the Company and the extent to which practices can be modified so as to mitigate the environmental damage and to reduce adverse impact on environment by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.
- 4) **Does the Company has any project related to Clean Development Mechanism?** – No, the Company does not have any project related to Clean Development Mechanism.
- 5) **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.?** – The Company continuously endeavour to use the latest energy efficient technologies to ensure optimal utilisation of the resources without having to compromise with the quality of its products. The Company has in place an Environment Management Systems (EMS) which deals with preventing, mitigating and controlling environmental damages and disasters and also devises plans to deal with contingencies.

Business Responsibility Report

- 6) **Are the emissions/ waste generated by the Company within the permissible limits given by CPCB/ SPCB for the Financial Year being reported?** – During the Financial Year, the emissions, solid waste and effluent generated were within the limits as prescribed by CPCB or SPCB.
- 7) **Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on the end of Financial Year** – No show cause/ legal notices have been received from CPCB/SPCB during the Financial Year.

Principle 7

- 1) **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with** – The Company strives to engage with the Government and be a part of various chambers and associations to make recommendations/ representations before regulators and associations for advancement and improvement of the industry to which it pertains. The executives of the Company participate and play an active role in committees, associations, etc., constituted for industry reforms and advancement. The Company or its executive(s) is the member, or associated with the (a) Indian Chamber of Commerce; (b) Bharat Chamber of Commerce; (c) Merchant Chamber of Commerce; (d) Federation of Hosiery Manufacturers Association of India (e) West Bengal Hosiery Association; and (f) South India Hosiery Association.
- 2) **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No;** – The Company shall perform the function of policy advocacy in a transparent and responsible manner while engaging with all the authorities and shall take into account the Company's interest as well as the larger national interest.

The Company believes that policy advocacy must preserve and expand public good and thus, it does not advocates any policy change to benefit itself alone or a select few.

Principle 8

- 1) **Does the Company has specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?** – Yes, the Company supports the principles of inclusive growth and equitable development through not just its Corporate Social Responsibility initiatives but through its core business as well.
- 2) **Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/any other organization?** – The Company undertakes programmes/ projects directly through in-house team as well as through other trusts, NGOs, etc.
- 3) **Have you done any impact assessment of your initiative?** – Yes, the Company internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the program in terms of delivery of desired benefits to the community and to gain insights for improving the design and delivery of future initiatives.
- 4) **Company's direct/ indirect contribution to community development projects and the details of the projects undertaken** – The Company's contribution to the community development projects undertaken during the year through its CSR activities is ₹ 2,57,35,667/-. The details are given in Annexure – V to the Board's Report, forming part of this Annual Report. Apart from this, the Company also contributes, directly or indirectly, towards development projects for the community benefit.
- 5) **Have you taken steps to ensure that this community development initiative is successfully adopted by the community?** – The Company continuously engages with communities surrounding their operations through focused approach. This is done to gauge the needs, priorities and expectations of the local community. Initiatives are, thus, designed and delivered in a transparent manner in line with inputs from the community itself. We also try to create sustainable infrastructure/ programmes so that it should be continued on sustainable basis. The Company also takes reports from the implementing agencies to ensure the utilization of the fund.

Business Responsibility Report

Principle 9

- 1) **What percentage of customer complaints/ consumer cases are pending as on the end of Financial Year?** – The Company addresses the customer/ consumer complaints, if any, promptly on priority basis. There was no customer/ consumer complaint pending as at the end of the Financial Year.
- 2) **Does the Company display product information on the product label, over and above what is mandated as per local laws?** – The Company understands the importance of fair disclosure of the description of its products and thereby, ensures to disclose, truthfully and factually, such relevant information including risks about the product, as may be required statutorily, through labelling so that the consumers can exercise their freedom to consume in a responsible manner.
- 3) **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of Financial Year** – No case of material nature has been filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on the end of Financial Year.
- 4) **Did your Company carry out any consumer survey/ consumer satisfaction trends?** – The Company engages with its consumers on an ongoing basis and conducts methodical research on their satisfaction with respect to its products and advertisements. We undertake regular brand tracking exercises to assess brand preference scores and impact of our advertisements.

Independent Auditor's Report

To the Members of
Rupa & Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Rupa & Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, (including the Statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its Cash Flows and the Changes in Equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Description of Key Audit Matter	How we addressed the matter in our audit
<p>1. Assessment of impairment of investment and loans given to subsidiary (Refer to note 6, 8 and 9 to the Standalone Financial Statements)</p> <p>As at March 31, 2019, the Company has investments amounting to ₹ 991.00 Lakhs and has given loans aggregating to ₹ 4,547.17 Lakhs to its wholly owned subsidiary, M/s Oban Fashions Pvt. Ltd. This subsidiary has incurred losses during the current and previous years and as at the year-end its net-worth is negative which indicates potential impairment of investment along with loans and advances given to this subsidiary. The impairment study requires estimation and judgement around assumptions used, including the recoverable value of underlying tangible assets. We consider this a key audit matter given the relative significance of value of investment and loans and advances to the Standalone Financial Statements and extent of management's judgements and estimates involved around impairment assessment of related factors such as future cash flows, discount rate, terminal value and economic growth rates etc.</p>	<p>Our audit procedures performed included the following:</p> <ul style="list-style-type: none"> We understood the management's process of forecasting the future cash flows, evaluating the assumptions and comparing the estimates to externally available industry, economic and financial data, wherever necessary; We assessed that the methodology used by management to estimate the recoverable value of the investment is consistent with accounting standards and is in line with the valuation standards applicable in India; We have involved our internal valuation experts to assess the assumptions and methodologies used by the management to determine the recoverable amount of the investment in subsidiary; We assessed the Company's sensitivity analysis and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment. We checked the mathematical accuracy of the impairment model.

Independent Auditor's Report

<p>2. Valuation & existence of inventories (Refer to note 11 to the Standalone Financial Statements)</p> <p>The Company holds inventories amounting to ₹ 35,118.40 Lakhs as at the Balance Sheet date, which represent 35.13% of total assets.</p> <p>As described in the accounting policies in note 3.1 to the Standalone Financial Statements, inventories are carried at the lower of cost and net realisable value. Inventories valuation and existence is a significant audit risk as inventories may be held for long periods of time before being sold making it vulnerable to obsolescence. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • Obtained a detailed understanding and evaluated the design and implementation of controls that the company has established in relation to inventory valuation and existence. • Observed the physical verification of inventories count at the financial year end and assessed the adequacy of controls over the existence of inventories. • Obtained assurance over the management's assumptions applied in calculating the gross profit margin and discounts to be deducted from sales price to arrive at cost of products. • Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. • Recomputing provisions recorded to verify that they are in line with the Company policy.
<p>3. Revenue recognition including estimation of rebates & discounts (Refer Note 26 to the Standalone Financial Statements)</p> <p>As described in Accounting Policy for Revenue recognition vide Note 3.6 of the standalone Ind AS Standalone Financial Statements, the revenue is recognised upon transfer of control of goods to the customer and thus requires an estimation of the revenue taking into consideration the rebates, discounts and incentives as per the terms of the contracts.</p> <p>The Company sells its products through various channels like dealers, modern trade, distributors, retailers, etc., and recognize liabilities related to rebates, discounts and incentives.</p> <p>With regard to the determination of revenue, the management is required to make significant estimates in respect of the rebates/ discounts linked to sales, which will be given to the customers pursuant to schemes offered by the Company and compensation (discounts) offered by the customers to the ultimate consumers at the behest of the Company. The matter has been determined to be a key audit matter in view of the involvement of significant estimates by the management.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • Obtained a detailed understanding and evaluated the design and implementation of controls that the company has established in relation to revenue recognition and recording of rebates, discounts, etc. and period end provisions relating to estimation of revenue, and tested the operating effectiveness of such controls; • Tested the inputs used in the estimation of revenue in context of rebates, discounts, etc. to source data; • Assessed the underlying assumptions used for determination of rebates, discounts etc; • Ensured the completeness of liabilities recognised by evaluating the parameters for sample schemes; • Performed look-back analysis for past trends by comparing recent actuals with the estimates of earlier periods and assessed subsequent events; • Tested credit notes issued to customers and payments made to them during the year and subsequent to the year- end along with the terms of the related schemes.

Independent Auditor's Report

4. Recoverability of Trade Receivables (Refer Note 12 to the Standalone Financial Statements)

The Company has trade receivables amounting to ₹ 37,022.35 Lakhs as at the Balance Sheet date, which represent 37.03% of total assets.

Due to the inherent subjectivity that is involved in making judgments in relation to credit risk exposures to determine the recoverability of trade receivables and significant estimates and judgements made by the management for provision for loss allowance under Expected credit Loss model. The matter has been determined to be a key audit matter in view of the involvement of significant estimates by the management.

Our procedures included the following:

- We evaluated and tested the controls relating to credit control and approval process and assessing the recoverability of overdue receivables by comparing management's views of recoverability of overdue receivables to historical patterns of receipts.
- We also checked on sample basis balance confirmations from customers to test whether trade receivables as per books are acknowledged by them.
- We also reviewed receipts subsequent to the financial year end for its effect in reducing overdue receivables as the financial year end.
- We also reviewed at the adequacy of the management judgements and estimates on the sufficiency of provision for doubtful debts through detailed analyses of ageing of receivables and assessing the adequacy of the disclosures in respect of credit risk.

Information Other than the Standalone Financial Statements and Auditor's 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 Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Independent Auditor's Report

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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.

Independent Auditor's Report

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Note 10 & 36 to the Standalone Financial Statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Singhi & Co.,**
Chartered Accountants
Firm's Registration No. 302049E
Sd/-

(Aditya Singhi)
Partner

Membership No. 305161

Place: Kolkata
Date: May 25, 2019

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 Rupa & Company Limited of even date)

- i. 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. All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The physical verification of inventory excluding inventories in transit have been conducted at reasonable intervals by the Management during the year. The discrepancies noted on physical verification of inventory as compared to book records were not material. Inventories lying with outside parties have been substantially confirmed by them at the year end.
- iii. The Company has granted loan to one body corporate covered in the register maintained under Section 189 of the Companies Act, 2013.
 - a) In our opinion, the rate of interest and other terms and conditions on which the loan has been granted were not, prima-facie, prejudicial to the interest of the company.
 - b) In case of the loan granted to the body corporate covered in the register maintained under Section 189 of the Companies Act, 2013, the loan and interest has been repaid as per the stipulated terms and conditions.
 - c) There are no overdue amounts in respect of loan granted to body corporate covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted deposits from public within the meaning of Section 73 to 76 of the Act and the Rules framed there under to the extent notified.
- vi. In our opinion and according to the information and explanations given to us, the Government has not specified maintenance of the cost records under Section 148(1) of the Companies Act, 2013 in regard to the activities of the company.
- vii. According to the information and explanations given to us and on the basis of our examination of the books of account:
 - a. The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Customs Duty, Goods and Service tax, Cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, no undisputed statutory dues as above were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.
 - b. According to the information and explanation given to us, the dues of sales tax, income tax and duty of excise, which have not been deposited on account of any dispute and the forum where the dispute is pending as on March 31, 2019 are as under:

Annexure 'A' to the Independent Auditor's Report

Name of the statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Central Sales Tax Act, 1956	Demand Relating to non-submission of C Forms & other disputes/disallowances	44.51	Financial Year 2005-06	West Bengal Commercial Taxes Appellate Tribunal & Revisional Board
The West Bengal Value Added Tax, 2003	Demand Relating to export & other disallowances / disputes	35.79	Financial Year 2014-15	Senior Joint Commissioner Taxes (Appeal)

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to any financial institution or bank as at the Balance sheet date. The Company does not have any outstanding debentures and loans or borrowings from Government as at Balance sheet date.
- ix. The Company did not raise any money by way of initial public offer or further public offer during the year. However, the Company has raised funds from Term Loan during the year and has applied the same for the purpose for which term loans are raised.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. 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.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Singhi & Co.,**
Chartered Accountants
Firm's Registration No. 302049E
Sd/-

(Aditya Singhi)
Partner

Membership No. 305161

Place: Kolkata
Date: May 25, 2019

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 Rupa & Company Limited of even date)

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

We have audited the internal financial controls with reference to Financial Statement of **Rupa & Company Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Financial Statement 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 with reference to Financial Statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statement and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statement included obtaining an understanding of internal financial controls with reference to Financial Statement, 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 of the Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statement

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

Annexure 'B' to the Independent Auditor's Report

Limitations of Internal Financial Controls with reference to Financial Statement

Because of the inherent limitations of internal financial controls with reference to Financial Statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statement to future periods are subject to the risk that the internal financial control with reference to Financial Statement 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2019, based on the internal control with reference to Financial Statement 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 **Singhi & Co.,**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-

(Aditya Singhi)

Partner

Membership No. 305161

Place: Kolkata

Date: May 25, 2019

Standalone Balance Sheet

as at March 31, 2019

(₹ in Lakhs)

	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	16,716.86	15,140.34
(b) Capital Work-in-progress		300.46	848.26
(c) Intangibles Assets	5	191.02	266.52
(d) Investments in Subsidiaries	6	1,402.00	1,402.00
(e) Financial Assets			
(i) Investments	7	0.18	10.75
(ii) Loans	8	4,532.27	115.70
(iii) Other Financial Assets	9	18.70	16.97
(f) Other Non Current Assets	10	933.69	872.31
		24,095.18	18,672.85
Current Assets			
(a) Inventories	11	35,118.40	31,252.39
(b) Financial Assets			
(i) Trade Receivable	12	37,022.35	32,862.11
(ii) Cash and Cash Equivalents	13	566.48	460.94
(iii) Other Bank Balances (other than above)	14	39.33	178.67
(iv) Loans	8	203.82	4,222.50
(v) Other Financial Assets	9	82.32	144.52
(c) Other current assets	10	2,840.46	1,606.67
		75,873.16	70,727.80
TOTAL ASSETS		99,968.34	89,400.65
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	796.29	796.29
(b) Other Equity	16	56,759.28	50,296.75
		57,555.57	51,093.04
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	812.65	-
(b) Provisions	18	-	-
(c) Deferred Tax Liabilities (Net)	19	1,372.63	1,323.82
(d) Other Non-Current Liabilities	20	83.14	100.62
		2,268.42	1,424.44
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	16,504.25	10,988.42
(ii) Trade Payables	22		
-Total outstanding dues of creditors to micro enterprises and small enterprises		-	-
-Total outstanding dues of creditor to other than micro enterprises and small enterprises		13,044.74	15,672.51
(iii) Other Financial Liabilities	23	8,921.25	7,929.78
(b) Provisions	18	288.80	235.47
(c) Contract Liabilities	24	84.04	32.47
(d) Current Tax Liabilities (Net)	25	787.20	1,638.14
(e) Other Current Liabilities	20	514.07	386.38
		40,144.35	36,883.17
TOTAL EQUITY & LIABILITIES		99,968.34	89,400.65
Basis of Accounting	2		
Significant Accounting Policies	3		
Significant Judgements and Key Estimates	3.20		

The notes are the integral part of the Standalone Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Standalone Statement of Profit and Loss

for the year ended March 31, 2019

(₹ in Lakhs)

	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from Operations	26	1,10,824.10	1,08,975.57
II Other Income	27	539.18	341.50
III Total Income (I+II)		1,11,363.28	1,09,317.07
IV Expenses			
Cost of Materials Consumed	28	51,709.41	50,750.05
Changes in inventories of Finished Goods and Work-in-Progress	29	(5,296.78)	(820.84)
Employee Benefits Expense	30	4,511.15	3,901.91
Finance Cost	31	1,672.75	759.18
Depreciation and Amortisation Expense	32	1,317.40	1,441.18
Other Expenses	33	42,908.85	38,540.33
Total Expenses (IV)		96,822.78	94,571.81
V Profit before Exceptional Items & Tax (III-IV)		14,540.50	14,745.26
VI Exceptional Items		-	-
VII Profit/(Loss) Before Tax (V-VI)		14,540.50	14,745.26
VIII Tax Expense	34		
a) Current Tax (Including Earlier year Tax)		5,155.00	5,299.90
b) Deferred Tax		48.12	(16.07)
IX Profit for the year (VII- VIII)		9,337.38	9,461.43
X Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
-Remeasurements of defined benefit plans		1.97	(20.29)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.69)	7.09
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		-	-
XI Other Comprehensive Income for the year [(A(i-ii) +B(i-ii))]		1.28	(13.20)
XII Total Comprehensive Income for the year (IX+XI)		9,338.66	9,448.23
XIII Earnings per Equity Share			
Basic Earnings per Share (₹)	40	11.74	11.90
Diluted Earnings per Share (₹)		11.74	11.90
Basis of Accounting	2		
Significant Accounting Policies	3		
Significant Judgements and Key Estimates	3.20		

The notes are the integral part of the Standalone Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805
Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Standalone Cash Flow Statement

for the year ended March 31, 2019

(₹ in Lakhs)

	2018-2019		2017-2018	
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES				
Profit before Tax		14,540.50		14,745.26
Adjustment to reconcile Profit Before Tax to Net Cash Flows				
(a) Depreciation and Amortisation	1,317.40		1,441.18	
(b) Finance Cost	1,672.75		759.18	
(c) (Profit)/loss on disposal of Plant, Property & Equipment (Net)	5.02		3.19	
(d) Bad Debts / Advances & Claims written off	1.61		48.03	
(e) Unspent Liabilities written back	(30.18)		–	
(f) Provision for Doubtful Trade Receivables/(written back)	11.81		(4.01)	
(g) Deferred Revenue on Government Grant	(17.48)		(48.34)	
(h) Increase in fair value of investments	–		(0.81)	
(i) Investments written off	10.57		–	
(j) Interest Income	(448.29)	2,523.21	(261.57)	1,936.85
Operating Profit before Working Capital Changes		17,063.71		16,682.11
Changes in Working Capital				
(a) (Increase)/decrease in Inventories	(3,866.01)		(2,403.95)	
(b) (Increase)/decrease in Trade Receivables	(4,173.65)		(12,203.83)	
(c) (Increase)/decrease in Other Financial Assets	(60.61)		(6.44)	
(d) (Increase)/decrease in Non-Financial Assets	(1,233.79)		(434.61)	
(e) Increase/(decrease) in Trade Payables	(2,597.61)		6,168.03	
(f) Increase/(decrease) in other Financial Liabilities	761.31		2,078.34	
(g) Increase/(decrease) in Provisions	55.30		32.91	
(h) Increase/(decrease) in Contractual Liabilities	51.57		(78.79)	
(i) Increase/(decrease) in Non-Financial Liabilities	127.70	(10,935.79)	(302.58)	(7,150.92)
Cash Generated from Operations		6,127.92		9,531.19
Less: (a) Direct Taxes paid		(6,005.94)		(4,501.73)
Net Cash from Operating Activities		121.98		5,029.46
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES				
(a) Interest received		512.51		196.46
(b) Purchase of Plant, Property & Equipment (including capital advances)		(2,310.34)		(1,580.80)
(c) Disposal of Plant, Property & Equipment		25.65		6.83
(d) Capital subsidy received		–		121.39
(e) Investment in a Subsidiary Company		–		(590.00)
(f) Redemption/(Investment) of Fixed Deposits (net)		136.55		(9.52)
(g) Loans granted		(339.30)		(2,874.01)
Net Cash used in Investing Activities		(1,974.93)		(4,729.65)

Standalone Cash Flow Statement

for the year ended March 31, 2019

(₹ in Lakhs)

	2018-2019	2017-2018
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES		
(a) Dividend and Tax paid thereon	(2,876.13)	(2,632.13)
(b) Interest paid	(1,666.27)	(754.98)
(c) Repayment of Non-Current Borrowings	(140.15)	(350.24)
(d) Proceeds from Non-Current Borrowings	1,125.21	-
(e) Proceeds / (Repayment) of Current Borrowings (net)	5,515.83	3,028.74
Net Cash used in Financing Activities	1,958.49	(708.61)
Net increase/(decrease) in Cash & Cash Equivalent (A+B+C)	105.54	(408.80)
Cash & Cash Equivalents at the beginning of the period	460.94	869.74
Cash & Cash Equivalents at the end of the period	566.48	460.94

Note:

- The above statement of cash flow has been prepared under the "Indirect Method" as set out in IND AS - 7 "Statement of Cash Flows".
- Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 13 to the financial statements.
- Statement of Reconciliation of Financing Activities :

	Term Loan from Banks	Short Term Borrowings
Balance as at April 1, 2018 (including interest accrued thereon)	77.64	10,993.86
Cash Flow (Net)	985.06	5,515.83
Non Cash Changes	-	-
Fair Value Changes	-	-
Others	-	-
Interest Expense	67.02	1,533.79
Interest Paid	(58.92)	(1,535.41)
Closing Balance as at March 31, 2019 (including interest accrued)	1,070.80	16,508.07

- Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- Previous years figures have been regrouped/ reclassified wherever necessary.

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E
Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
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Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Standalone Statement of Change in Equity

for the year ended March 31, 2019

(₹ in Lakhs)

a) Equity Share Capital	
Balance as at April 1, 2017	796.29
Add/(Less): Changes in Equity Share Capital during the year	–
Balance as at March 31, 2018	796.29
Add/(Less): Changes in Equity Share Capital during the year	–
Balance as at March 31, 2019	796.29

	Reserves & Surplus			Total
	Securities Premium Account	General Reserve	Retained Earnings	
b) Other Equity				
Balance as at April 1, 2017	6,880.31	4,231.17	32,369.17	43,480.65
Profit for the Year	-	-	9,461.43	9,461.43
Remeasurement Gain on defined benefit plans (Net of Taxes)	-	-	(13.20)	(13.20)
Total Comprehensive Income	-	-	9,448.23	9,448.23
Final Dividend Paid	-	-	(2,186.92)	(2,186.92)
Dividend Distribution Tax on Final Dividend	-	-	(445.21)	(445.21)
Balance as at March 31, 2018	6,880.31	4,231.17	39,185.27	50,296.75
Balance as at April 1, 2018	6,880.31	4,231.17	39,185.27	50,296.75
Profit for the Year	-	-	9,337.38	9,337.38
Remeasurement Gain on defined benefit plans (Net of Taxes)	-	-	1.28	1.28
Total Comprehensive Income	-	-	9,338.66	9,338.66
Final Dividends Paid	-	-	(2,385.74)	(2,385.74)
Dividend Distribution Tax on Final Dividend	-	-	(490.39)	(490.39)
Balance as at March 31, 2019	6,880.31	4,231.17	45,647.80	56,759.28

The notes are the integral part of the Standalone Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

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Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

1. CORPORATE AND GENERAL INFORMATION

Rupa & Company Limited (the Company) was incorporated in India in the year 1985 and having its registered office in Metro Towers, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700071 .

The Company is a Public Limited Company domiciled in India & is incorporated under provision of Companies Act applicable in India. Its shares are listed on the National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd. The Company is primarily engaged in manufacture of hosiery products in knitted undergarments, casual wears and thermal wears. It also has a Power Generation Unit operated on Windmill process. The Financial Statements are approved for issue by the Company's Board of Directors on May 25, 2019.

2. BASIS OF ACCOUNTING

2.1 Statement of Compliance

These Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

2.2 Basis of Measurement

The Financial Statements have been prepared on historical cost basis, except for following:

- Financial assets and liabilities (including derivative instruments) that is measured at Fair value/ Amortised cost;
- Non-current assets held for sale – measured at the lower of the carrying amounts and fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value.

2.3 Functional and Presentation Currency

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in "INR" has been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

2.4 Use of Estimates and Judgements

The preparation of Financial Statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.5 Current Vs Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

3. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the Financial Statements are as given below. These accounting policies have been applied consistently to all the periods presented in the Financial Statements.

3.1 Inventories

Raw materials and packing materials are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials is determined on weighted average basis including packing materials, accessories and dyes and chemicals.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of Work-in-progress (measured in kgs) is determined on weighted average basis and cost of work-in-progress (measured in pieces) and cost of finished goods is determined on Retail sales price method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.2 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

3.3 Income Tax

Income Tax comprises current and deferred tax. It is recognized in The Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

Deferred Tax

- Deferred Tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.4 Property, Plant and Equipment

3.4.1. Recognition and Measurement:

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of an item of property, plant and equipment acquired comprises its purchase price including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, borrowing cost, if capitalization criteria is met, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

3.4.2. Subsequent Expenditure

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

3.4.3. Depreciation and Amortization

- Depreciation on Property Plant & Equipment is provided under Straight Line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset. The Company has used the following rates to provide depreciation on its Property Plant & Equipment.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

Class of Property Plant & Equipment	Useful Lives estimated by the management (Years)
Factory Buildings	30
Non-factory Buildings	60
Plant and Equipments	10 to 15
Computer and Data Processing Equipments	3 to 6
Furnitures and Fixtures	10
Vehicles	8
Office Equipments	5

- Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.
- The management has estimated, supported by independent assessment by professionals, the useful lives of certain plant and machinery as 10 years. These lives are lower than those indicated in schedule II of Companies Act, 2013.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation on assets built on leasehold land, which is transferrable to the lessor on expiry of lease period, is amortized over the period of lease.
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.
- Lease hold land is amortized on a straight line basis over the period of lease i.e ,90 years.

3.4.4. Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

3.4.5. Reclassification to Investment Property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

3.4.6. Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

3.5 Leases

3.5.1. Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

For arrangements entered prior to the date of transition, the Company has determined whether the arrangement contains a lease on the basis of facts and circumstances existing on the date of transition.

3.5.2. Company as lessor

➤ Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

➤ Operating Lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Company with expected inflationary costs.

3.5.3. Company as Lessee

➤ Finance Lease

Finance Leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly to the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

➤ Operating Lease

Assets acquired on leases where a significant portion of risk and reward is retained by the lessor are classified as operating leases. Lease rental are charged to Statement of Profit and Loss on a straight-line basis over the lease term, except where scheduled increase in rent compensates the Company with expected inflationary costs.

3.6 Revenue Recognition

Ind AS 115 was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The Company adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of April 1, 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Company elected to apply the standard to all contracts as at April 1, 2018. However, the application of Ind AS 115 does not have any significant impact on the recognition and measurement of revenue and related items.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

Revenue is measured at the fair value of the consideration received / receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

The specific recognition criteria for revenue recognition are as follows:

3.6.1. Sale of goods

Sale of goods is recognised at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, or other contractual reductions. As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

3.6.2. Sale of Services

In contracts involving the rendering of services, revenue is measured using the completed service method.

3.6.3. Sale Of Power

Revenue from sale of Energy (Power) is recognised on the basis of Electrical Units generated net of transmission loss as applicable when no significant uncertainty as to measurability & collectability exists.

3.6.4. Interest Income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

3.6.5. Dividend Income

Dividend Income from investments is recognized when the Company's right to receive payment has been established

3.6.6. Other Operating Revenue

Export incentive and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received. Insurance & other claims, where quantum of accruals cannot be ascertained with reasonable certainty are recognized as income only when revenue is virtually certain which generally coincides with receipt / acceptance.

3.7 Employee Benefits

3.7.1. Short Term Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

3.7.2. Post Employment Benefits

The Company operates the following post employment schemes:

➤ Defined Benefit Plans

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the Statement of Profit and Loss.

➤ Defined Contribution Plan

Retirement benefits in the form of Provident and Pension Funds are defined contribution schemes and are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. The Company has no obligation other than contributions to the respective funds. The Company recognises contribution payable to the provident fund scheme as expenditure, when an employee renders the selected service.

3.8 Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Company will comply with all the attached conditions. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grants related to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit or loss on a straight line basis over the expected useful life of the related asset and presented within other operating revenue or netted off against the related expenses.

3.9 Foreign Currency Transactions

- Foreign currency transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.
- Non monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

3.10 Borrowing Cost

- Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. The Company considers a period of twelve months or more as a substantial period of time.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

3.11 Interest in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

3.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.12.1. Financial Assets

- Recognition and Initial Measurement:

All financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

- Classification and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

- o Measured at Amortized Cost;
- o Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- o Measured at Fair Value Through Profit or Loss (FVTPL); and
- o Designated Equity Instruments measured at Fair Value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

- o Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met:
 - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

o Measured at FVTOCI: A debt instrument is measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the Statement of Profit and Loss in investment income.

o Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

o Equity Instruments measured at FVTOCI: All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

➤ Derecognition

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

➤ Impairment of Financial Assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.12.2. Financial Liabilities

➤ Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

➤ Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense,

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

➤ **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

➤ **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

3.13 Impairment of Non-Financial Assets

- The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).
- An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

3.14 Provisions, Contingent Liabilities and Contingent Assets

3.14.1. Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

➤ **Onerous Contracts:**

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

3.14.2. Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

3.14.3. Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

3.15 Intangible Assets

Recognition and Measurement

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful economic lives.

Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. All other expenditure is recognized in the Statement of Profit & Loss.

Amortization

The useful lives over which intangible assets are amortized are as under:

Assets	Useful Life (In Years)
Copyrights & Trade marks	10
Computer software	5

Disposal

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit & Loss.

Intangible Assets under Development

Intangible Assets under development is stated at cost which includes expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

3.16 Non-current assets (or disposal groups) held for sale and discontinued operations

- Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of the carrying amount and the fair value less cost to sell.
- An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.
- Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Non-current assets (or disposal group) classified as held for sale are presented separately in the balance sheet. Any profit or loss arising from the sale or remeasurement of discontinued operations is presented as part of a single line item in Statement of Profit and Loss.

3.17 Operating Segment

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker (CODM). An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of the Company and for which discrete financial information is available. Based on assessment of CODM in terms of Indian Accounting Standard – 108, the Company is predominantly engaged in a single segment of Garments & Hosiery goods and related services. The analysis of geographical segments is based on the areas in which customers of the Company are located.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

3.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.19 Measurement of Fair Values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the Company considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

3.20 Significant accounting judgements and key sources of estimation:

Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the Financial Statements is included in the following notes:

- **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- **Useful lives of depreciable/ amortisable assets (tangible and intangible):** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

- **Classification of Leases:** The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.
- **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- **Impairment of Financial Assets:** The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Allowances for Doubtful Debts:** The Company makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.
- **Fair value measurement of financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

3.21 New Standards / Amendments to Existing Standard issued but not yet effective upto the date of issuance of the Company's Financial Statement are disclosed below.

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019: The Company will adopt new standard and amendment to existing standards with effect from April 1, 2019.

- a. **Ind AS 116: Leases** -Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the Financial Statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same is not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Company has evaluated the impact and certain non-material operating leases have to be brought onto the balance sheet in terms of the new standard and additional disclosure will be required.

- b. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on March 30, 2019. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone Financial Statements.

- c. Amendment to Ind AS 12 – Income taxes: Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

There is no impact of this amendment on the Standalone Financial Statements.

- d. Amendment to Ind AS 19 – plan amendment, curtailment or settlement- Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', On March 30, 2019, in connection with accounting for plan amendments, curtailments and settlements.

The Company does not have any impact on account of this amendment. The Company will adopt the standard on April 1, 2019.

- e. Ind AS 23 – Borrowing Costs -The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any significant impact from this amendment.
- f. Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures.

Notes to the Standalone Financial Statement

for the year ended March 31, 2019

g. Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment is currently not applicable to the Company.

h. Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its Financial Statements.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Land		Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total
	Freehold	Leasehold						
4. Property, Plant and Equipment								
Cost								
As at April 1, 2017	1,617.57	271.67	8,034.89	5,829.48	334.97	502.44	200.86	16,791.88
Additions	929.65	–	–	190.19	9.53	1.39	54.41	1,185.17
Disposals/ Withdrawals	–	–	–	–	–	11.99	–	11.99
As at March 31, 2018	2,547.22	271.67	8,034.89	6,019.67	344.50	491.84	255.27	17,965.06
Additions	–	–	1,008.16	1,545.50	32.16	184.03	79.00	2,848.85
Disposals/ Withdrawals	–	–	–	19.90	–	38.48	–	58.38
As at March 31, 2019	2,547.22	271.67	9,043.05	7,545.27	376.66	637.39	334.27	20,755.53
Depreciation								
As at April 1, 2017	–	3.22	188.21	1,087.14	59.00	69.38	58.31	1,465.26
Charge for the year	–	3.22	198.22	967.81	60.09	75.81	56.27	1,361.42
On Disposals/Withdrawals/ adjustments	–	–	–	–	–	1.96	–	1.96
As at March 31, 2018	–	6.44	386.43	2,054.95	119.09	143.23	114.58	2,824.72
Charge for the year	–	3.22	212.57	844.18	44.67	81.44	55.57	1,241.65
On Disposals/Withdrawals/ Adjustments	–	–	–	9.78	–	17.92	–	27.70
As at March 31, 2019	–	9.66	599.00	2,889.35	163.76	206.75	170.15	4,038.67
Net Block								
As at March 31, 2018	2,547.22	265.23	7,648.46	3,964.72	225.41	348.61	140.69	15,140.34
As at March 31, 2019	2,547.22	262.01	8,444.05	4,655.92	212.90	430.64	164.12	16,716.86

Note:

Term Loan from a bank amounting ₹ 1,062.69 Lakhs is secured by first charge by way of hypothecation of movable fixed assets and mortgage of immovable fixed assets of Domjur, West Bengal and Tirupur Unit, Tamilnadu and Cash Credit including Working Capital Demand Loan amounting ₹ 16,504.24 Lakhs are secured by second charge of movable and immovable fixed assets of Domjur Unit, West Bengal.

	Computer Software
5. Intangible Assets:	
Cost	
As at April 1, 2017	362.46
Additions	21.98
As at March 31, 2018	384.44
Additions	0.25
As at March 31, 2019	384.69
Amortisation	
As at April 1, 2017	38.16
Charge for the year	79.76
As at March 31, 2018	117.92
Charge for the year	75.75
As at March 31, 2019	193.67
Net Block	
As at March 31, 2018	266.52
As at March 31, 2019	191.02

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

		Number of Shares	
		March 31, 2019	March 31, 2018
6. Investments in Subsidiaries			
In Equity Instruments (at cost unless otherwise stated)			
(Unquoted)			
Imoogi Fashions Pvt. Ltd. (Equity Shares of ₹ 10/- each)		10,000	10,000
Euro Fashion Inners International Pvt. Ltd. (Equity Shares of ₹ 10/- each)		41,00,000	41,00,000
Oban Fashions Pvt. Ltd. (Equity Shares of ₹ 10/- each)		99,10,000	99,10,000
		Amount	
		March 31, 2019	March 31, 2018
Imoogi Fashions Pvt. Ltd.		1.00	1.00
Euro Fashion Inners International Pvt. Ltd.		410.00	410.00
Oban Fashions Pvt. Ltd.		991.00	991.00
		1,402.00	1,402.00
		Number of Shares/Units	
		March 31, 2019	March 31, 2018
7. Investments			
Investments measured at Fair Value through Profit and Loss			
In Mutual Funds (Quoted)			
HDFC Large Cap Fund (Units of ₹ 10/- each)		–	10,000
In Equity Instruments (at cost unless otherwise stated)			
(Unquoted)			
West Bengal Hosiery Park Infrastructure Limited (Equity Shares of ₹ 10/- each)		1,800	1,800
		March 31, 2019	March 31, 2018
Investments measured at Fair Value through Profit and Loss			
In Mutual Funds (Quoted)			
HDFC Large Cap Fund		–	10.57
Total (A)		–	10.57
In Equity Instruments (at cost unless otherwise stated)			
(Unquoted)			
West Bengal Hosiery Park Infrastructure Limited		0.18	0.18
Total (B)		0.18	0.18
Total Investments (A+B)		0.18	10.75
Aggregate Carrying value of Quoted Investments		–	10.57
Aggregate Market value of Quoted Investments		–	10.57
Aggregate Carrying value of Unquoted Investments		0.18	0.18

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
8. Loans				
(Unsecured, considered good unless otherwise stated)				
Security deposits*	132.27	115.70	136.02	94.00
Loan to a Subsidiary**	4,400.00	-	67.80	3,928.50
Loan to Bodies Corporate	-	-	-	200.00
	4,532.27	115.70	203.82	4,222.50

* Dues from private companies in which any director is a director is ₹ 64.40 Lakhs (March 31, 2018 ₹ 64.40 Lakhs)

** To be utilised for business purpose

Note:

There are no outstanding debts from director or other officer of the Company.

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
9. Other Financial Asset				
Interest Accrued on Loan to a Subsidiary	-	-	79.37	140.88
Interest Accrued on Loan to Bodies Corporate	-	-	-	2.71
Bank deposits With maturity of more than 12 months	18.70	16.97	-	-
Others*	-	-	2.95	0.93
	18.70	16.97	82.32	144.52

*Represents amount receivable from a Subsidiary towards Corporate Guarantee Commission.

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
10. Other Assets (Unsecured Considered)				
Capital Advances*	933.69	872.31	-	-
Prepaid Expenses	-	-	83.36	78.00
Advance against supply of goods & services^	-	-	784.95	597.91
Advance to Employees	-	-	63.52	57.57
Balances with Government Authorities	-	-	1,748.45	662.73
Claims & Refund Receivable	-	-	141.37	183.89
Sales Tax paid under dispute	-	-	13.77	21.17
Other advances	-	-	5.04	5.40
	933.69	872.31	2,840.46	1,606.67

^ Includes advance to Subsidiaries Nil (March 31, 2018: ₹ 76.59 Lakhs)

* Includes advance amounting to ₹ 400.92 Lakhs (March 31, 2018: ₹ 400.92 Lakhs) given to West Bengal Housing Infrastructure Development Corporation (WB HIDCO) towards offer for allotment of land on a freehold basis. WB HIDCO later decided to allot land on a leasehold basis which the Company has challenged and the matter is sub-judice with the Hon'ble Calcutta High Court.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
11. Inventories		
(Valued at lower of cost and net realisable value)		
Raw Material including packing materials	3,334.94	4,765.71
Finished Goods	20,005.62	15,368.09
Work-in-Progress	11,777.84	11,118.59
	35,118.40	31,252.39

Mode of Valuation - Ref. Note no. 3.1 of Accounting policy.

Note : The above includes Stock in transit

Work-in-Progress	38.19	73.04
Finished Goods	20.79	-

Note : Inventories are hypothecated/ pledged against borrowings (Refer Note no. 21)

	Current	
	March 31, 2019	March 31, 2018
12. Trade Receivable		
Secured	3,038.87	2,629.40
Unsecured	33,983.48	30,232.71
Trade Receivables which has significant increase in Credit Risk	-	-
Trade Receivable -Credit Impaired	35.51	23.70
	37,057.86	32,885.81
Impairment Allowance (Allowance for Bad and Doubtful Debt)		
Unsecured	-	-
Trade Receivables which has significant increase in Credit Risk	-	-
Trade Receivable - Credit Impaired	35.51	23.70
	35.51	23.70
Total Trade Receivable	37,022.35	32,862.11

a) No Trade Receivables due by directors and its officers of the Company.

b) Allowances for credit losses of trade receivables, has been computed based on the ageing of the receivables. In computing expected credit losses the Company has taken into account historical credit loss experience and forward looking information.

c) Trade Receivables are hypothecated/ pledged against borrowings (Refer Note no. 21)

	March 31, 2019	March 31, 2018
13. Cash and Cash Equivalents		
Cash in hand	18.11	22.51
Balances with banks	-	-
Current accounts	190.33	197.77
Cash Credit account	358.04	240.66
	566.48	460.94

	March 31, 2019	March 31, 2018
14. Other Bank Balances (other than note - 13)		
Unpaid dividend accounts	12.58	13.64
Bank deposits maturity for more than 3 months but less than 12 months*	26.75	165.03
	39.33	178.67

* Held as lien by bank against bank guarantees.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
15. Equity Share Capital				
Authorised Share Capital				
Equity Shares of ₹ 1/- each	20,00,00,000	2,000.00	20,00,00,000	2,000.00
	20,00,00,000	2,000.00	20,00,00,000	2,000.00
Issued Share Capital				
Equity Shares of ₹ 1/- each	7,97,33,560	797.34	7,97,33,560	797.34
	7,97,33,560	797.34	7,97,33,560	797.34
Subscribed & Paid-up Share Capital				
Equity Shares of ₹ 1/- each	7,95,24,560	795.24	7,95,24,560	795.24
Equity shares forfeited of ₹ 1/- each, Paid up ₹ 0.50 per Share	2,09,000	1.05	2,09,000	1.05
	7,97,33,560	796.29	7,97,33,560	796.29

a) Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

b) Terms/ Rights attached to Equity Shares :

The Parent Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended March 31, 2019 the Company has proposed final dividend of ₹ 3/- per share (March 31, 2018: ₹ 3/- per Share) subject to approval of members in the ensuing Annual General Meeting.

c) Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

d) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹ 1/- each, fully paid up				
Prahlad Rai Agarwala*	1,67,63,656	21.08%	1,67,63,656	21.08%
Rajnish Enterprises Ltd.	1,58,23,190	19.90%	1,58,23,190	19.90%
Ziyan Developers LLP	86,50,000	10.88%	86,50,000	10.88%
Purvanchal Leasing Ltd.	58,07,670	7.30%	58,07,670	7.30%

*holding shares jointly with Ghanshyam Prasad Agarwala and Kunj Bihari Agarwal, on behalf of a partnership firm.

As per records of the Company, including its register of shareholders / members as on March 31, 2019, the above shareholding represents legal ownership of shares.

- e) The company has neither issued bonus shares nor has bought back any shares during last 5 years
- f) No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
- g) No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
- h) No calls are unpaid by any Director or Officer of the Company during the year.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Note	March 31, 2019	March 31, 2018
16. Other Equity			
Securities Premium Reserve	16.1	6,880.31	6,880.31
General Reserve	16.2	4,231.17	4,231.17
Retained Earnings	16.3	45,647.80	39,185.27
		56,759.28	50,296.75

Changes in Other Equity

	March 31, 2019	March 31, 2018
16.1 Securities Premium Reserve		
Opening balance	6,880.31	6,880.31
Changes during the year	–	–
	6,880.31	6,880.31

	March 31, 2019	March 31, 2018
16.2 General Reserve		
Opening balance	4,231.17	4,231.17
Changes during the year	–	–
	4,231.17	4,231.17

	March 31, 2019	March 31, 2018
16.3 Retained Earnings		
Opening balance	39,185.27	32,369.17
Add: Profit for the year	9,337.38	9,461.43
Less: Remeasurement of Defined Benefit Plans (Net of Tax)	1.28	(13.20)
Equity Dividend	(2,385.74)	(2,186.92)
Tax on Equity Dividend	(490.39)	(445.21)
	45,647.80	39,185.27

Nature and purpose of other reserves

Securities Premium Reserve

Securities Premium Reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Retained Earnings

This reserve represents the cumulative profit of company and effects of remeasurement of defined benefit obligation. This reserve can be utilised in accordance with the provisions of Companies Act, 2013.

	Non-Current	
	March 31, 2019	March 31, 2018
17. Non Current Borrowings		
Secured Term Loan		
Rupee loan from a Bank	1,062.70	77.64
Less: Current portion of Long Term Borrowings (Disclosed under other Financial Liabilities, Refer Note no. 23)	250.05	77.64
	812.65	–

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Note:

1. There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
2. **Terms & conditions**
 - a) Term Loan from a bank is secured by first charge by way of hypothecation of Plant & Machinery.
 - b) Term Loan with a balance of ₹ 1062.70 Lakhs (March 31, 2018: Nil) is repayable in 17 equal quarterly installments of ₹ 62.51 Lakhs and carries interest @ 8.90% to 9.15% per annum (March 31, 2018: Nil)
 - c) Term Loan with a balance of ₹ 77.64 Lakhs as on March 31, 2018 has been repaid during the year. It carried interest @ 12.30% per annum.

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
18. Provisions				
Provision for Gratuity	–	–	218.25	164.92
Provision for Litigation, Claims & Contingencies (Refer Note no.18.1)	–	–	70.55	70.55
	–	–	288.80	235.47

The Company has estimated the provision for pending litigation, claims and demands based on the assessment of probability for these demands being crystallising against the company in due course.

18.1 Movement of Provision	
Balance as at April 1, 2017	70.55
Provision utilized during the year	–
Balance as at April 1, 2018	70.55
Provision utilized during the year	–
Balance as at March 31, 2019	70.55

	March 31, 2019	March 31, 2018
19. Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
Arising on account of:		
Difference between Tax Depreciation and Depreciation / Amortisation charged for the financial reporting	1,485.96	1,414.34
Others	–	0.04
	1,485.96	1,414.38
Less: Deferred Tax Assets		
Arising on account of :		
Provision for Doubtful debt & advances	12.41	8.28
Provision for gratuity	76.27	57.63
Provision for Litigation, Claims & Contingencies (Refer Note no.18.1)	24.65	24.65
	113.33	90.56
Deferred Tax Liabilities (Net)	1,372.63	1,323.82

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

19.1 Movement in deferred tax assets and liabilities during the year ended March 31, 2018

	As at April 01, 2017	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at March 31, 2018
Deferred Income Tax Liabilities				
Difference between Tax Depreciation and Depreciation/Amortisation charged for the financial reporting	1,419.31	(4.97)	–	1,414.34
Others	0.34	(0.30)	–	0.04
A	1,419.65	(5.27)	–	1,414.38
Deferred Income Tax Assets				
Provision for Doubtful Debt & Advances	9.59	(1.31)	–	8.28
Provision for gratuity	38.66	11.88	7.09	57.63
Provision for Litigation, Claims & Contingencies	24.42	0.23	–	24.65
B	72.67	10.80	7.09	90.56
Deferred Tax Liabilities (Net) (A-B)	1,346.98	(16.07)	(7.09)	1,323.82

19.2 Movement in deferred tax assets and liabilities during the year ended March 31, 2019

	As at April 01, 2018	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at March 31, 2019
Deferred Income Tax Liabilities				
Difference between tax Depreciation and Depreciation / amortisation charged for the financial reporting	1,414.34	71.62	–	1,485.96
Others	0.04	(0.04)	–	–
A	1,414.38	71.58	–	1,485.96
Deferred Income Tax Assets				
Provision for Doubtful Debt & Advances	8.28	4.13	–	12.41
Provision for gratuity	57.63	19.33	(0.69)	76.27
Provision for Litigation, claims & contingencies	24.65	–	–	24.65
B	90.56	23.46	(0.69)	113.33
Deferred Tax Liabilities (Net) (A-B)	1,323.82	48.12	0.69	1,372.63

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
20. Other Liabilities				
Deferred Revenue (Refer Note no.48)	83.14	100.62	17.48	17.48
Statutory dues payable	–	–	496.59	368.90
	83.14	100.62	514.07	386.38

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Current	
	March 31, 2019	March 31, 2018
21. Current Borrowing		
Loan Repayable on demand		
From banks:		
Cash Credit	4,804.25	4,488.42
Working Capital Demand Loans	10,900.00	5,900.00
Packing Credit	800.00	600.00
	16,504.25	10,988.42

Terms & conditions

- Cash Credit including Working Capital Demand Loan are secured by hypothecation of inventories, book debts and other current assets of the Company and further secured by second charge of movable and immovable fixed assets of Domjur Unit, West Bengal.
- Working Capital Demand Loans carries interest @5.50% to 9.65% p.a. (March 31, 2018: @4.90% to 8.50% p.a.)
- Cash Credit are repayable on demand and carries interest @8.50% to 11.50% p.a. (March 31, 2018: @8.50% to 11.50% p.a..)
- No loans have been guaranteed by the directors and others.
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

	Current	
	March 31, 2019	March 31, 2018
22. Trade Payables		
Due to micro, small and medium-enterprises (Refer Note no. 37)	–	–
Due to Creditors other than micro, small and medium enterprises	13,044.74	15,672.51
	13,044.74	15,672.51

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
23. Other Financial Liabilities				
Current Maturities of Long Term Borrowings	–	–	250.05	77.64
Interest Accrued but not due on borrowings	–	–	11.93	5.45
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	–	–	12.58	13.64
Security Deposits from customers	–	–	3,840.53	3,442.10
Capital Creditors	–	–	90.46	38.12
Dealers Incentive payable	–	–	3,666.73	3,623.99
Payable to employees	–	–	748.76	395.07
Others	–	–	300.21	333.77
	–	–	8,921.25	7,929.78

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

		Current	
		March 31, 2019	March 31, 2018
24. Contract Liabilities			
Advances from customers		84.04	32.47
		84.04	32.47
		Current	
		March 31, 2019	March 31, 2018
25. Current Tax Liabilities (Net)			
Provisions for Taxation (Net of Payments)		787.20	1,638.14
		787.20	1,638.14
		Current	
		March 31, 2019	March 31, 2018
26. Revenue from Operations			
Sale of Products:			
Finished Goods*		1,07,584.33	1,05,945.03
Semi-Finished Goods		542.81	457.44
		1,08,127.14	1,06,402.47
Sale of services			
Service Income		2,219.79	2,160.54
		2,219.79	2,160.54
Other Operating Revenues			
Sale of Power		88.50	87.75
Scrap sale		160.91	106.77
Sales Tax Subsidy		–	22.97
Export Incentive		210.28	146.73
Deferred Revenue on Government Grant		17.48	48.34
		477.17	412.56
		1,10,824.10	1,08,975.57

* Net of discounts & dealer incentives ₹ 11,625.89 Lakhs (March 31, 2018 : ₹ 11,168.14 Lakhs)

A. Nature of goods and services

The following is a description of principal activities separated by reportable segments from which the Company generates its revenue

a) The Company is engaged in the manufacturing of hosiery products and generates revenue from the sale of hosiery products and the same is only the reportable segment of the Company.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

B. Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition.

	March 31, 2019
i) Primary Geographical Markets	
Within India	1,05,379.69
Outside India	2,747.45
Total	1,08,127.14
ii) Major Products	
Hosiery Products	1,08,127.14
Others	-
Total	1,08,127.14
iii) Timing of Revenue	
At a point in time	1,08,127.14
Over time	-
Total	1,08,127.14
iv) Contract Duration	
Long Term	-
Short Term	1,08,127.14
Total	1,08,127.14

C. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

	March 31, 2019
Receivables, which are included in 'Trade receivables'	37,022.35
Contract assets	-
Contract liabilities	84.04
Total	36,938.31

D. Other Information

	March 31, 2019
Transaction price allocated to the remaining performance obligations	Nil
The amount of revenue recognised in the current year from performance obligations satisfied fully or partially in previous years	Nil
Performance obligations- The Company satisfy the performance obligation on shipment/delivery.	Nil

Reconciliation of amount of revenue recognised in the statement of Profit & Loss with Contracted Price.

Particulars	March 31, 2019	March 31, 2018
Revenue as per Contracted Price	1,19,753.03	1,17,570.61
Adjustments	-	-
Significant Financing Component	-	-
Dealer Incentive & Discount	11,625.89	11,168.14
Revenue from Contract with Customers	1,08,127.14	1,06,402.47

The Company has adopted IND AS 115 "Revenue from contracts with Customers" which is mandatory for the reporting periods on or after April 1, 2018. In terms of the requirement of IND AS -115, revenue is recognized net of trade schemes and incentives payables to distributors, dealers and retailers. Revenue for comparative periods have been adjusted to confirm to current period classification.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
27. Other Income		
Interest Income :		
On Bank deposits	5.71	38.28
On Receivable	75.18	63.74
On Loan to a Subsidiary Company	351.68	156.54
On Loan to Bodies Corporate	15.73	3.01
	448.30	261.57
Net gain on Investments (Mutual Funds) carried at fair value	–	0.81
	–	0.81
Other Non-Operating Income		
Unspent Liabilities written back	30.17	–
Net Foreign Exchange gain	21.46	50.10
Excess provision on Trade Receivables written back	–	4.01
Insurance Claim Received	25.19	6.28
Miscellaneous Income*	14.06	18.73
	90.88	79.12
	539.18	341.50

* Includes Corporate Gaurantee Commission from a Subsidiary ₹ 2.95 Lakhs (March 31, 2018: ₹ 0.82 Lakhs)

	March 31, 2019	March 31, 2018
28. Cost of Material Consumed		
Opening inventory	4,765.71	3,182.61
Add : Purchases*	50,278.64	52,333.15
Less : Inventory at the end of the year	3,334.94	4,765.71
	51,709.41	50,750.05

* Includes purchase of goods amounting to Nil (March 31, 2018: ₹ 1,621.94 Lakhs) supplied at concessional rate to dealers

	March 31, 2019	March 31, 2018
Details of Material Consumed		
Yarn / Than	36,662.54	34,961.40
Packing Material, Accessories and Other Material	15,046.87	15,788.65

	March 31, 2019	March 31, 2018
29. Changes in Inventories of Finished Goods and Work-in-progress		
Opening Stock		
Finished Goods	15,368.09	18,126.64
Work-in-Progress	11,118.59	7,539.20
	26,486.68	25,665.84
Closing Stock		
Finished Goods	20,005.62	15,368.09
Work-in-Progress	11,777.84	11,118.59
	31,783.46	26,486.68
	(5,296.78)	(820.84)

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
30. Employee Benefit Expense		
Salaries, Wages and Bonus	4,332.49	3,764.60
Contribution to Provident and Other Funds	101.95	74.34
Gratuity*	60.10	43.77
Staff Welfare Expenses	16.61	19.20
	4,511.15	3,901.91

*For descriptive notes on disclosure of defined benefit obligation Refer Note no. 39.

	March 31, 2019	March 31, 2018
31. Finance Costs		
Interest Expenses	1,600.80	715.21
[Net of Interest rate subsidy from Technology Upgradation Fund Scheme ₹ 1.42 Lakhs (March 31, 2018: ₹ 27.24 Lakhs)]	–	–
Bank Charges	71.95	43.97
	1,672.75	759.18

	March 31, 2019	March 31, 2018
32. Depreciation & Amortisation Expense		
Depreciation on Property, Plant & Equipment	1,241.65	1,361.42
Amortisation of Intangible assets	75.75	79.76
	1,317.40	1,441.18

	March 31, 2019	March 31, 2018
33. Other Expenses		
Consumption of Stores and Spares	57.49	58.75
Sub-contracting/Job Worker expenses	25,958.65	22,388.09
Power & Fuel	1,465.73	1,423.80
Freight outwards and Forwarding expenses	1,896.24	1,732.77
Rent	334.23	289.02
Rates and Taxes	114.82	54.10
Insurance	107.65	130.78
Repairs and Maintenance :	–	–
- Plant and Machinery	214.47	224.28
- Building	89.24	67.13
- Others	255.30	248.90
Advertising & Sales Promotion	7,462.60	7,715.60
Business Convention	892.07	582.80
Brokerage	1,265.79	1,332.09
Travelling and Conveyance	1,020.29	753.62
Communication Costs	123.22	124.83
Legal and Professional Fees	267.34	203.75
Directors' Sitting Fees & Commision	81.35	32.91
Payment to Auditor (Refer Note below)	24.46	22.88
Bad Debts/ Advance Written off	1.61	48.03

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Provision for Doubtful Trade Receivables	11.81	–
Investment Written off	10.56	–
Loss on sale of Property, Plant & Equipment (Net)	5.02	3.19
Royalty on Sales	10.44	8.29
Contribution for CSR Activities	257.36	225.36
Miscellaneous expenses	981.11	869.36
	42,908.85	38,540.33

Note:

Payment to Auditor		
For Audit Fees	13.00	13.00
For Limited Review Fees	9.00	9.00
For Others	0.50	0.50
Out of Pocket Expenses	1.96	0.33
Taxes	–	0.05
Total	24.46	22.88

	March 31, 2019	March 31, 2018
34. Tax Expense		
Current Tax for the year	5,155.00	5,350.00
Deferred Tax for the year	48.12	(16.07)
Tax Expense for Current Year	5,203.12	5,333.93
Income Tax for earlier years	–	(50.10)
Tax Expense in Statement of Profit & Loss	5,203.12	5,283.83

Reconciliation of estimated Income Tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Comprehensive Income

	March 31, 2019	March 31, 2018
Income before Income Taxes	14,540.50	14,745.26
Indian Statutory Income Tax Rate	34.94%	34.608%
Estimated Income Tax Expenses	5,081.03	5,103.04

Tax effect of adjustments to reconcile expected Income Tax expense to reported Income Tax Expense

	March 31, 2019	March 31, 2018
Expenses disallowed for tax purpose	95.38	77.99
Deductions allowable under Income Tax Act	(49.00)	(45.24)
Provision for Interest for delayed payment under Income Tax Act	74.36	149.22
Others	1.35	48.92
	122.09	230.89
Income Tax expense in the Statement of Profit and Loss	5,203.12	5,333.93

	March 31, 2019	March 31, 2018
35. Capital and Other Commitments		
Estimated amount of contracts remaining to be executed and not provided for (Net of Advances)	–	817.50

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

36. a) Contingent Liabilities & Contingent Assets

	March 31, 2019	March 31, 2018
Demands / claims by various government authorities and others not acknowledged as debts and contested by the government		
Income Tax Matters	–	–
Sales Tax Matters (net of amount deposited under dispute ₹ 13.77 Lakhs)	80.30	147.30
Bank Guarantees outstanding	720.30	220.30
Guarantees Given to Bank [Including ₹ 3,477.84 Lakhs (March 31, 2018 : 490.43 Lakhs) on behalf of Subsidiary Company]	3,677.84	490.43
Letter of Credit Outstanding	–	563.41
During the year 2013-14, the Company had challenged, before the Hon'ble High Court of Calcutta, the imposition of entry tax by the State Government of West Bengal on receipt of materials from outside the state on the ground that such imposition of entry tax is ultra vires / unconstitutional. The Company has received a favourable interim order dated June 5, 2013 and the matter is presently sub-judice. Accordingly, the liability of ₹ 467.31 Lakhs (March 31, 2018: 467.31 Lakhs) has not been provided in the books of accounts.	467.31	467.31

Note:

The amount shown above represents the best possible estimate arrived at on the basis of available information. The uncertainties are dependent on outcome of different legal processes. The timing of future cash flows will be determinable only on receipt of judgements/decisions pending with various forums/authorities. The Company does not expect any reimbursements against above.

- b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Management has assessed the applicability of the judgement and is of the view that there is no material impact of the same. Further the Company is awaiting the directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account.

	March 31, 2019	March 31, 2018
37. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 included in Trade payables*		
Principal amount remaining unpaid to any supplier at the end of accounting year	–	–
Interest due on above	–	–
Total	–	–
Amount of interest paid by the Company to the suppliers in terms of section 16 of the MSMED Act, 2006 alongwith amount paid to the suppliers beyond the respective due date	–	–
Amount of interest due and payable for the year of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act	–	–
Amount of interest accrued and remaining unpaid at the end of accounting year	–	–
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, for the purpose of disallowance as a deductible expenditure under section 23 of this Act	–	–

*As per information available with the company there are no suppliers covered under Micro, Small and Medium Enterprise

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Development Act, 2006. As a result, no interest provision/ payment have been made by the company to such creditors, if any.

38. Dividend

The Board of Directors at its meeting held on May 25, 2019 have recommended a payment of final dividend of ₹ 3/- per equity share of face value of ₹ 1/- each for the financial year ended March 31, 2019. The same amounts to ₹ 2,876.13 Lakhs (including dividend distribution tax of ₹ 490.39 Lakhs).

The same is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognized as a liability.

39. Employee Benefit (Defined Benefit Plan)

The Company has a Defined Benefit Gratuity plan. Every employee who has completed at least five years or more of service is entitled to Gratuity on terms as per the provisions of The Payment of Gratuity Act, 1972. The Company has got an approved gratuity fund which has taken an insurance policy with Life Insurance Corporation of India (LIC) to cover the gratuity liabilities.

The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for the plan.

	March 31, 2019	March 31, 2018
39(a) Change in Projected Benefit Obligations		
Obligations at beginning of the year	371.72	306.43
Current Service Cost	48.03	35.61
Past Service Cost	—	—
Interest Cost	12.07	23.25
Benefits settled	(16.27)	(12.89)
Actuarial (gain) /loss	(1.97)	19.32
Obligations at end of the year	413.58	371.72
	March 31, 2019	March 31, 2018
39(b) Change in Plan Assets		
Plan assets at beginning of the year, at fair value	206.80	194.71
Interest Income	15.92	15.09
Remeasurement - Return on Assets	(15.92)	(0.97)
Contributions	4.80	10.86
Benefits Settled	(16.27)	(12.89)
Plan Assets at end of the year	195.33	206.80
	March 31, 2019	March 31, 2018
39(c) Net Defined Benefit Liability / (Asset)		
Present value of defined benefit obligation at the end of the year	413.58	371.72
Fair value of plan assets at the end of the year	195.33	206.80
Net Liability/(Asset) recognised in the Balance Sheet	218.25	164.92
	March 31, 2019	March 31, 2018
39(d) Expenses recognised in Statement of Profit and Loss		
Service Cost	48.03	35.61
Interest Cost (Net)	12.07	8.16
Total Expense recognised in Statement of Profit and Loss	60.10	43.77

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
39(e) Re-measurement (gains) / losses in OCI		
Actuarial (gain) / loss due to financial assumption changes	63.46	(53.89)
Actuarial (gain) / loss due to experience adjustments	(81.35)	73.21
Return on plan assets (greater)/less than discount rate	15.92	0.97
Total expenses routed through OCI	(1.97)	20.29

39(f) The major categories of plan assets of the fair value of the total plan assets are as follows:

Actuarial (gain) / loss due to experience adjustments	March 31, 2019	March 31, 2018
Investments with Insurer	100%	100%

39(g) The principal assumptions used in determining gratuity benefit obligations for the company's plans are shown below:

	March 31, 2019	March 31, 2018
Discount Rate	7.70%	7.75%
Salary Escalation Rate	6.00%	4.00%
Mortality Rate	IALM (2006-08) table	IALM (2006-08) table
Withdrawal Rate	1% to 8%	1% to 8%

39(h) A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

	Sensitivity	March 31, 2019		March 31, 2018	
		Increase	Decrease	Increase	Decrease
Effects on Defined Benefit Obligation due to change in					
Discount Rate	1%	378.28	454.54	346.35	400.84
Further salary increase	1%	447.76	383.19	395.79	350.63

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

39(i) The average duration of the defined benefit plan obligation at the end of the reporting period is 5.83 years (March 31, 2018: 6.54 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows :

Expected benefits payment for the year ending on	
March 31, 2020	34.85
March 31, 2021	36.98
March 31, 2022	30.93
March 31, 2023	24.42
March 31, 2024	35.06
March 31, 2025 to March 31, 2029	196.27

	March 31, 2019	March 31, 2018
39(j) Defined Contribution Plan		
Contribution to Provident/pension funds (Refer Note no. 30)	101.95	74.34

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
40. Earning Per Share		
Profit as per Statement of Profit & Loss attributable to Equity Shareholders (a)	9,337.38	9,461.43
Weighted average number of Equity Shares (in number) (b)	795.25	795.25
Basic & Diluted Earnings Per Share (a/b) (Nominal Value - ₹ 1/- per share)	11.74	11.90

41. Related Party Disclosure

Names of related parties and related party relationship

Related parties where control exists

Subsidiary Companies	Euro Fashion Inners International Pvt. Ltd.
	Imoogi Fashions Pvt. Ltd.
	Oban Fashions Pvt Ltd

Related parties with whom transactions have taken place during the year

Key Management Personnel	Mr. Prahlad Rai Agarwala	Chairman
	Mr. Ghanshyam Prasad Agarwala	Vice Chairman
	Mr. Kunj Bihari Agarwal	Managing Director
	Mr. Ramesh Agarwal	Whole-time Director-cum-Chief Financial Officer
	Mr. Mukesh Agarwal	Whole-time Director
	Mr. Niraj Kabra	Executive Director
	Mr. Dinesh Kumar Lodha	Chief Executive officer (w.e.f. February 25, 2019)
	Mr. Ashok Bhandari	Independent Director (w.e.f. August 10, 2018)
	Mr. Kundan Kumar Jha	Company Secretary
	Mr. Satya Brata Ganguly	Independent Director (Upto July 3,2018)
	Mr. Dipak Kumar Banerjee	Independent Director
	Mr. Dharam Chand Jain	Independent Director
	Mr. Vinod Kumar Kothari	Independent Director
	Mr. Sushil Patwari	Independent Director
Mrs. Alka Devi Bangur	Independent Director	

Relatives of Key Management Personnel	Mr. Suresh Agarwal	Son of Mr. Prahlad Rai Agarwala
	Mr. Manish Agarwal	Son of Mr. Ghanshyam Prasad Agarwala
	Mr. Ravi Agarwal	Son of Mr. Kunj Bihari Agarwal
	Mr. Vikash Agarwal	Son of Mr. Kunj Bihari Agarwal
	Mr. Rajnish Agarwal	Son of Mr. Ghanshyam Prasad Agarwala
	Mr. Siddhant Agarwal	Grand-Son of Mr. Prahlad Rai Agarwala
	Mrs. Rekha Patodia	Daughter of Mr. Prahlad Rai Agarwala
	Mrs. Shanti Devi Agarwal	Wife of Mr. Prahlad Rai Agarwala
	Mrs. Pushpa Devi Agarwal	Wife of Mr. Ghanshyam Prasad Agarwala
	Mrs. Lalita Devi Agarwal	Wife of Mr. Kunj Bihari Agarwal
	Mrs. Seema Agarwal	Wife of Mr. Ramesh Agarwal
	Mrs. Seema Agarwal	Wife of Mr. Mukesh Agarwal

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

	Mrs. Shalini Agarwal	Wife of Mr. Vikash Agarwal
	Mrs. Sudha Agarwal	Wife of Mr. Suresh Agarwal
	Mrs. Sarita Patwari	Daughter of Mr. Ghanshyam Prasad Agarwala
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Salasar Projects and Estates Pvt. Ltd.	
	Sidhant Flats & Apartments Pvt Ltd.	
	Salasar Infrastructure Ltd.	
	Sobhasaria Properties Pvt Ltd	
	Lambodar Hosiery Pvt Ltd.	
	Rupa Spinners Ltd.	
	Salasar Developers & Garments Pvt Ltd.	
	Bajrangbali Projects Ltd.	
	Bajrangbali Hosiery Pvt Ltd	
	Sidhant Textiles Pvt Ltd.	
	Ganesh Enclave Ltd.	
	Ravi Global Pvt Ltd.	
	Kadambari Impex & Agency Pvt Ltd.	
	Prahlad Rai Suresh Kumar - HUF	
	Suresh Kumar Agarwal - HUF	
	Mukesh Kumar Agarwal - HUF	
	Ghanshyam Prasad Manish Kumar - HUF	
	K B & Sons - HUF	
	Ravi Agarwal - HUF	
	Binod Hosiery	
Rajnish Enterprises Ltd.		
Purvanchal Leasing Ltd.		
Sidhant Credit Capital Ltd.		
Rupa Dyeing & Printing Pvt Ltd		
Rupa Foundation		
Tushar Knitting LLP		
Private companies in which directors or relatives are director or members	Tushar Knitting Pvt. Ltd. (Converted to Tushar Knitting LLP)	
	Salasar Processors Pvt. Ltd.	
	Bajrangbali Textiles Pvt. Ltd.	
	Metro Towers Office Owners Association	

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Related party transactions

Particulars	Party	Nature of relationship	2018-19	2017-18	
Rent	Mr. Prahlad Rai Agarwala	Key Management Personnel	3.38	2.82	
	Mr. Ghanshyam Prasad Agarwala		1.37	1.14	
	Mr. Kunj Bihari Agarwal		0.58	0.48	
	Mr. Mukesh Agarwal		1.30	1.08	
	Mrs. Pushpa Devi Agarwal	Relatives of Key Management Personnel	0.22	0.18	
	Salasar Infrastructure Ltd.	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	1.30	1.08	
	Rupa Spinners Ltd.		1.30	1.08	
	Salasar Developers & Garments Pvt Ltd.		1.30	1.08	
	Bajrangbali Projects Ltd.		1.30	1.08	
	Sidhant Textiles Pvt Ltd.		1.37	1.14	
	Bajrangbali Hosiery Pvt Ltd		1.74	0.73	
	Ganesh Enclave Ltd.		1.30	1.08	
	Ravi Global Pvt Ltd.		1.37	1.14	
	Kadambari Impex & Agency Pvt Ltd.		1.37	1.14	
	Sobhasaria Properties Pvt Ltd		30.53	11.04	
Others	1.15		0.96		
Salary & Perquisites	Mr. Prahlad Rai Agarwala #		Key Management Personnel	196.00	190.00
	Mr. Ghanshyam Prasad Agarwala			90.00	84.00
	Mr. Kunj Bihari Agarwal			90.00	84.00
	Mr. Ramesh Agarwal	87.00		79.50	
	Mr. Mukesh Agarwal	87.00		79.50	
	Mr. Arihant Kumar Baid	-		17.18	
	Mr. Dinesh Kumar Loadha	21.34		-	
	Mr. Niraj Kabra	16.45		2.19	
	Mr. Kundan Kumar Jha	20.14		20.73	
	Mr. Manish Agarwal	Relatives of Key Management Personnel	60.00	54.00	
	Mr. Ravi Agarwal		60.00	54.00	
	Mr. Vikash Agarwal		60.00	54.00	
	Mr. Rajnish Agarwal		60.00	54.00	
	Mr. Suresh Agarwal		36.00	30.00	
	Mr. Siddhant Agarwal		36.00	30.00	
	Mrs. Rekha Patodia		15.70	15.70	
	Sitting Fees & Commission		Mr. Satya Brata Ganguly	Independent Director	6.40
Mr. Dipak Kumar Banerjee		17.50	5.35		
Mr. Dharam Chand Jain		10.50	3.60		
Mr. Vinod Kumar Kothari		14.45	6.10		
Mr. Sushil Patwari		13.30	5.85		
Mr. Ashok Bhandari		9.60	-		
Mrs. Alka Devi Bangur		9.60	4.50		

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Party	Nature of relationship	2018-19	2017-18
Sales of Goods & Services	Imoogi Fashions Pvt. Ltd.	Subsidiary Company	233.30	205.28
	Oban Fashions Pvt Ltd.		59.28	-
Corporate Guarentee Commission	Oban Fashions Pvt Ltd.		2.95	0.83
Interest Income	Oban Fashions Pvt Ltd.		351.68	140.88
Royalty	Euro Fashion Inners International Pvt. Ltd.		10.44	8.29
Purchases	Imoogi Fashions Pvt. Ltd.		12.69	1,078.35
Rental Income	Bajarangbali Textiles Pvt. Ltd.	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	6.00	-
	Tushar Knitting LLP		4.20	-
Sub-contracting Expenses	Rupa Dyeing & Printing Pvt Ltd		735.27	704.98
	Tushar Knitting LLP		48.72	-
	Tushar Knitting Pvt. Ltd.		-	29.47
	Salasar Processors Pvt. Ltd.		630.97	615.42
	Lambodar Hosiery Pvt Ltd.		130.05	-
	Bajarangbali Textiles Pvt. Ltd.		39.51	38.40
CSR Expenditure	Rupa Foundation		83.00	69.46
Miscellaneous Expenses	Metro Towers Office Owners Association	Private companies in which directors or relatives are director or members.	47.96	51.94
Non-Current Investments made during the year	Oban Fashions Pvt Ltd	Subsidiary Company	-	590.00
Dividend Paid	Mr. Prahlad Rai Agarwala	Key Management Personnel	86.74	82.05
	Mr. Ghanshyam Prasad Agarwala		39.58	35.02
	Mr. Kunj Bihari Agarwal		38.39	33.92
	Mr. Mukesh Agarwal		21.89	20.06
	Mr. Ramesh Agarwal		31.78	29.13
	Mr. Vikash Agarwal		52.66	48.27
	Mr. Ravi Agarwal		52.28	47.92
	Mr. Rajnish Agarwal	Relatives of Key Management Personnel	37.30	34.19
	Mr. Manish Agarwal		36.98	33.90
	Mr. Suresh Agarwal		32.00	29.33
	Others		76.96	70.55
	Rajnish Enterprises Ltd.	Enterprises owned or significantly influenced by Key Management personnel or their relatives	474.70	435.33
	Purvanchal Leasing Ltd.		174.23	159.71
	Binod Hosiery		502.91	461.00
	Sidhant Credit Capital Ltd.		50.76	51.60
Others	39.31		36.03	

#includes Commission of ₹ 100 Lakhs (March 31, 2018: ₹ 100 Lakhs)

As the liability for Gratuity and Leave Encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to Key Management Personnel and relatives of Key Management Personnel are not included above.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Balance at end of the year

Particulars	Party	Nature of relationship	2018-2019	2017-2018	
Trade Payables and Other Liabilities (Payable to Employees)	Mr. Prahlad Rai Agarwala	Key Management Personnel	103.73	85.69	
	Mr. Ghanshyam Prasad Agarwala		27.35	13.51	
	Mr. Kunj Bihari Agarwal		14.67	3.40	
	Mr. Ramesh Agarwal		34.84	1.05	
	Mr. Mukesh Agarwal		77.25	33.32	
	Mr Arihant Kumar Baid		-	-	
	Mr. Dinesh Kumar Lodha		17.10	-	
	Mr. Niraj Kabra		1.22	1.46	
	Mr. Kundan Kumar Jha		0.37	1.49	
	Mr. Manish Agarwal	Relatives of Key Management Personnel	18.90	3.00	
	Mr. Rajnish Agarwal		28.19	0.78	
	Mr. Ravi Agarwal		24.33	1.52	
	Mr. Vikash Agarwal		20.75	1.77	
	Mr. Suresh Agarwal		14.31	1.53	
	Mr. Siddhant Agarwal		30.13	4.65	
	Mrs Rekha Patodia		2.03	0.41	
	Mrs. Pushpa Devi Agarwal		0.22	0.18	
Trade Receivables	Imoogi Fashions Pvt. Ltd.	Subsidiary Company	179.16	-	
	Oban Fashions Pvt Ltd		31.79	-	
Trade Payables	Mr. Dipak Kumar Banerjee	Independent Director	5.00	-	
	Mr. Dharam Chand Jain		3.00	-	
	Mr. Vinod Kumar Kothari		5.00	-	
	Mr. Sushil Patwari		5.00	-	
	Mr. Ashok Bhandari		5.00	-	
	Mrs. Alka Devi Bangur		3.00	-	
	Euro Fashion Inners International Pvt. Ltd.	Subsidiary Company	8.09	-	
	Rupa Dyeing & Printing Pvt Ltd		67.24	87.67	
	Lambodar Hosiery Pvt Ltd.		14.51	-	
	Sobhasaria Properties Pvt Ltd		-	1.48	
	Others		-	0.12	
	Salasar Processors Pvt. Ltd.		Private companies in which directors or relatives are director or members.	23.88	37.74
	Bajarangbali Textiles Pvt. Ltd.			37.12	22.76
	Tushar Knitting Pvt. Ltd.			-	33.99
Tushar Knitting LLP	23.02	5.69			
Metro Towers Office Owners Association	1.99	2.10			
Advance against supply of goods & services	Sobhasaria Properties Pvt Ltd	Private companies in which directors or relatives are director or members.	2.83	-	
	Tushar Knitting Pvt Ltd		-	5.31	
	Imoogi Fashions Pvt. Ltd.	Subsidiary Company	-	75.41	
	Euro Fashion Inners International Pvt. Ltd.		-	1.18	

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Party	Nature of relationship	2018-2019	2017-2018
Financial Assets - Loan granted & Other Financial Asset	Oban Fashions Pvt Ltd	Subsidiary Company	4,550.12	4,070.32
Financial Assets - Security Deposit	Salasar Projects and Estates Pvt Ltd	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	26.00	26.00
	Sidhant Flats & Apartments Pvt Ltd		26.40	26.40
	Bajrangbali Projects Ltd		3.00	3.00
	Ganesh Enclave Ltd		3.00	3.00
	Rupa Spinners Ltd		3.00	3.00
	Salasar Infrastructure Ltd		3.00	3.00
	Salasar Developers & Garments Pvt Ltd		3.00	3.00
Guarantees Given	Oban Fashions Pvt Ltd	Subsidiary Company	3,477.84	490.43

Note:

The remuneration to the Key Management Personnel and relatives of the Key Management Personnel does not include provision made for Gratuity as it is determined on an actuarial basis for the Company as a whole.

42. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker (CODM). The Chief Executive Officer of the Company being the CODM, assesses the financial performance and position of the Company and makes strategic decisions. The CODM primarily uses earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) as performance measure to assess the performance of the operating segments. However, the CODM also receives information about the segment's revenues, segment assets and segment liabilities on regular basis.

A. Description of Segment

The Company is principally engaged in a single business segment viz., Hosiery Products.

B. Geographical Information

Particulars	March 31, 2019	March 31, 2018
i) Segment Revenue from External Customer (Sale of Goods)		
Within India	105,379.69	104,563.74
Outside India- Export Sales	2,747.45	1,838.73
Total	108,127.14	106,402.47
Particulars	March 31, 2019	March 31, 2018
ii) Carrying value of Non-Current Assets (other than financial instruments)		
Within India*	18,142.03	17,127.42
Outside India	—	—
Total	18,142.03	17,127.42

*Non-Current Assets for this purpose consists of Property, Plant and Equipment, Capital Work-in-Progress, Intangible Assets and Other Non-Current Assets.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

43. Information pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Loan & Advances (in nature of loan both Current & Non Current) to subsidiary company are as under :

	Balance as on March 31, 2019	Balance as on March 31, 2018	Maximum Balance outstanding during FY 2018-2019	Maximum Balance outstanding during FY 2017-2018
Oban Fashions Private Limited	4,547.17	4,069.38	4,547.17	4,069.38

44. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities".

	March 31, 2019	March 31, 2018
Amount of CSR expenditure to be incurred during the year	254.96	223.53
CSR Expenditure incurred during the year	257.36	225.36
Related party transaction as per IND AS 24 in relation to CSR expenditure	83.00	69.46

45. Leases - Operating lease commitments - Company as lessee

Certain office premises, godowns, etc. are held on operating lease. The leases range upto 3 years and are renewable for further year either mutually or at the option of the Company. The leases are cancellable.

	March 31, 2019	March 31, 2018
Lease Payments made during the year	334.23	289.02

46. Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term. Net debt (total borrowings less cash & cash equivalents) to equity ratio is used to monitor capital.

	March 31, 2019	March 31, 2018
Debt Equity Ratio	0.30:1	0.21:1

47. Disclosure on Financial Instrument

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments .

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note no. 3.12 to the financial statements.

(a) Fair Value of Financial Asset & Liabilities

The Company has measured its Financial Asset and Financial Liabilities at Amortised Cost , except as stated below:

	March 31, 2019	March 31, 2018
Investment in Mutual Funds (Quoted Price in Active Markets) Level -1	-	10.57

There are no transfer between levels during the year.

The carrying value of trade receivables, trade payables, cash and cash equivalents, loans, borrowings and other current financial assets and liabilities approximate their fair values largely due to the short-term maturities.

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of the investments in mutual funds are derived from quoted market prices in active markets.

(c) Financial Risk Management

The Company has a Risk Management Policy which covers risk associated with the financial assets and liabilities. The Risk Management Policy is approved by the Directors. The different types of risk impacting the fair value of financial instruments are as below:

(a) Credit Risk

The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit worthiness of customers on continuous basis to whom the credit has been granted, obtaining necessary approvals for credit and taking security deposits from trade channels.

(i) Trade Receivables

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in Note no. 12

(b) Liquidity Risk

The Company determines its liquidity requirement in the short term and long term. The Company manage its liquidity risk in a manner so as to meet its financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis.

(i) Maturity Analysis for Financial Liabilities

The following are the remaining contractual maturities of financial liabilities as at March 31, 2019

	On Demand	Upto 1 Yr	1Yr - 3Yr	More than 3 Yr
Non-derivative				
Trade payables	–	13,044.74	–	–
Borrowings	4,804.25	11,950.05	750.14	62.51
Other Financial Liabilities	–	–		
Interest Accrued but not due on borrowings	–	11.93	–	–
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	12.58	–	–	–
Security Deposits from customers	3,840.53	–	–	–
Capital Creditors	–	90.46	–	–
Dealers Incentive payable	–	3,666.73	–	–
Payable to employees	–	748.76	–	–
Others	–	300.21	–	–
Total	8,657.36	29,812.88	750.14	62.51

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

The following are the remaining contractual maturities of financial liabilities as at March 31, 2018

	On Demand	Upto 1 Yr	1Yr - 3Yr	More than 3 Yr
Non-derivative				
Trade payables	–	15,672.51	–	–
Borrowings	4,488.42	6,577.64	–	–
Other Financial Liabilities	–	–		
Interest Accrued but not due on borrowings	–	5.45	–	–
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	13.64	–	–	–
Security Deposits from customers	3,442.10	–	–	–
Capital Creditors	–	38.12	–	–
Dealers Incentive payable	–	3,623.99	–	–
Payable to employees	–	395.07	–	–
Others	–	333.77	–	–
Total	7,944.16	26,646.55	–	–

(c) Market Risk

Market Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

(i) **Interest Rate Risk:** Interest Rate Risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

The Company is also exposed to interest rate risk on surplus funds parked in fixed deposits. To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

a) Exposure to Interest Rate Risk

	March 31, 2019	March 31, 2018
Fixed Rate Instruments		
Financial Assets	4,513.25	4,310.50
Financial Liabilities	800.00	600.00
Variable Rate Instruments		
Financial Liabilities	16,766.94	10,466.05

(b) **Interest rate Sensitivity:** A change in 50 basis points in the interest rate would have following impact on profit before tax and other equity.

	Sensitivity Analysis	March 31, 2019 Impact on		March 31, 2018 Impact on	
		Profit before Tax	Other Equity	Profit before Tax	Other Equity
Interest rate increase by	0.50%	(83.83)	(54.54)	(52.33)	(34.22)
Interest rate decrease by	0.50%	83.83	54.54	52.33	34.04

Notes to the Standalone Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

(c) Foreign Currency Risk

Foreign Currency Risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have significant foreign currency exposure and hence, is not exposed to any significant foreign currency risk.

(i) Unhedged Foreign Currency Exposure

The Company's exposure to foreign currency in USD at the end of the reporting period expressed in INR (₹ in Lakhs) is as follows :

	March 31, 2019	March 31, 2018
Financial Assets		
Trade Receivables	672.70	597.32
EEFC Bank Account	240.41	11.51

- ii) The Company's exposure to unhedged foreign currency being not significant, sensitivity analysis has not been done for the same.

48. Movement of Deferred Revenue (Refer Note no. 20)

	March 31, 2019	March 31, 2018
Opening Balance (including Current portion)	118.10	45.05
Government Grant received during the year	–	121.39
Less:	–	–
Deferred Revenue on Government Grant recognised in Profit and Loss Statement	17.48	48.34
Current portion of Deferred Revenue Grant carried forward as at year end	17.48	17.48
Non-Current portion of Deferred Revenue Grant carried forward as at year end	83.14	100.62

49. The net worth of one of the wholly owned subsidiary company, M/s Oban Fashions Pvt.Ltd. as at the balance sheet date is negative. As per the requirements of IND AS - 36 "Impairment of Assets", the Company has assessed the carrying value of the subsidiary vis-a-vis the recoverable value and envisaged that no impairment is required in respect of Investment of ₹ 991.00 Lakhs and Loan aggregating to ₹ 4,547.17 Lakhs as at the balance sheet date.

50. Previous year figures have been reclassified/regrouped wherever considered necessary.

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805
Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Independent Auditor's Report

To the Members of
Rupa & Company Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Rupa & Company Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance sheet as at March 31 2019, the Consolidated Statement of Profit and Loss, (including the Statement of Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information.(hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, its consolidated profit including other comprehensive income, its Consolidated Cash Flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

Attention is drawn to Note No.20.1 to the Consolidated Financial Statements carry forward of Deferred Tax Assets (Net) amounting to ₹ 1,155.12 Lakhs (including ₹ 688.65 Lakhs credited to Statement of Profit & Loss for the year ended March 31, 2019) on business loss and unabsorbed depreciation by one of the subsidiary company. Considering the future profitability projections and other reasons stated in the said note, the management is hopeful of realizing the carry over Deferred Tax Asset as at March 31, 2019. Our opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p>1. Valuation & existence of inventories (Refer to note 11 to the Consolidated Financial Statements)</p> <p>The Group holds inventories amounting to ₹ 38,229.25 Lakhs as at the Balance Sheet date, which represent 37.60% of total assets.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> ▪ Obtained a detailed understanding and evaluated the design and implementation of controls that the company has established in relation to inventory valuation and existence.

Independent Auditor's Report

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p>As described in the accounting policies in note 4.1 to the financial statements, inventories are carried at the lower of cost and net realisable value. Inventories valuation and existence is a significant audit risk as inventories may be held for long periods of time before being sold making it vulnerable to obsolescence. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.</p>	<ul style="list-style-type: none"> ▪ Observed the physical verification of inventories count at the financial year end and assessed the adequacy of controls over the existence of inventories. ▪ Obtained assurance over the management's assumptions applied in calculating the gross profit margin and discounts to be deducted from sales price to arrive at cost of products. ▪ Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision. ▪ Recomputing provisions recorded to verify that they are in line with the Company policy.
<p>2. Revenue recognition including estimation of rebates & discounts (Refer Note 26 to the Consolidated Financial Statements)</p> <p>As described in Accounting Policy for Revenue recognition vide Note 4.6 of the Consolidated Financial Statements, the revenue is recognised upon transfer of control of goods to the customer and thus requires an estimation of the revenue taking into consideration the rebates, discounts and incentives as per the terms of the contracts.</p> <p>The Company sells its products through various channels like dealers, modern trade, distributors, retailers, etc., and recognize liabilities related to rebates, discounts and incentives.</p> <p>With regard to the determination of revenue, the management is required to make significant estimates in respect of the rebates/ discounts linked to sales, which will be given to the customers pursuant to schemes offered by the Group and compensation (discounts) offered by the customers to the ultimate consumers at the behest of the Group. The matter has been determined to be a key audit matter in view of the involvement of significant estimates by the management.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • Obtained a detailed understanding and evaluated the design and implementation of controls that the company has established in relation to revenue recognition and recording of rebates, discounts, etc. and period end provisions relating to estimation of revenue, and tested the operating effectiveness of such controls; • Tested the inputs used in the estimation of revenue in context of rebates, discounts, etc. to source data; • Assessed the underlying assumptions used for determination of rebates, discounts etc; • Ensured the completeness of liabilities recognised by evaluating the parameters for sample schemes; • Performed look-back analysis for past trends by comparing recent actuals with the estimates of earlier periods and assessed subsequent events; • Tested credit notes issued to customers and payments made to them during the year and subsequent to the year- end along with the terms of the related schemes.
<p>3. Recoverability of Trade Receivables (Refer Note 12 to the Consolidated Financial Statements)</p> <p>The Group has trade receivables amounting to ₹ 39,653.61 Lakhs as at the Balance Sheet date, which represent 39.00% of total assets.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • We evaluated and tested the controls relating to credit control and approval process and assessing the recoverability of overdue receivables by comparing management's views of recoverability of overdue receivables to historical patterns of receipts. • We also checked on sample basis balance confirmations from customers to test whether trade receivables as per books are acknowledged by them.

Independent Auditor's Report

Descriptions of Key Audit Matter	How we addressed the matter in our audit
Due to the inherent subjectivity that is involved in making judgments in relation to credit risk exposures to determine the recoverability of trade receivables and significant estimates and judgements made by the management for provision for loss allowance under Expected credit Loss model. The matter has been determined to be a key audit matter in view of the involvement of significant estimates by the management.	<ul style="list-style-type: none"> We also reviewed receipts subsequent to the financial year end for its effect in reducing overdue receivables as the financial year end. We also reviewed at the adequacy of the management judgements and estimates on the sufficiency of provision for doubtful debts through detailed analyses of ageing of receivables and assessing the adequacy of the disclosures in respect of credit risk.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding 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 Consolidated Financial Statements and our Auditor's Report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group is responsible for assessing the Group 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 Group or to cease operations, or has no realistic alternative but to do so. Those charged with governance are also responsible for overseeing the Company's financial reporting process.

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

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

Independent Auditor's Report

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 Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the 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 Group'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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Consolidated 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.

Other Matters

We have not audited the financial statements of the two (2) Indian subsidiaries whose Financial Statements reflect total assets of ₹ 1,040.42 Lakhs at March 31, 2019, total revenue of ₹ 406.78 Lakhs and Net cash outflows amounting to ₹ 29.12 Lakhs for the year ended on that date, as considered in the Consolidated Ind AS statements. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Consolidated Ind AS financial statement, in so far as it related to the amounts and disclosure included in respect of the subsidiaries and our report in terms of sub section 2 of Section 143 of the Act, in so far as it relates the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements

Independent Auditor's Report

below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the report of the other auditors on the separate Financial Statements of the subsidiaries referred to in the other matter paragraph above, we report, to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law relating to the preparation of aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiaries, none of the directors of Group Companies are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.;
 - (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Group to its directors in accordance with the provisions of Section 197 read with Schedule V to 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Group has disclosed the impact of pending litigations on its financial position in its Financial Statements – Note 10 & 37 to the Consolidated Financial Statements;
 - II. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries.

For **Singhi & Co.,**
Chartered Accountants
Firm's Registration No. 302049E
Sd/-
(Aditya Singhi)
Partner
Membership No. 305161

Place: Kolkata
Date: May 25, 2019

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Rupa & Company Limited** of even date)

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

In conjunction with our audit of Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of the Holding Company. Based on comments made by the independent auditors of the subsidiary companies(covered entities) with respect to the internal financial controls over financial reporting as required in terms of Sub-section (3)(i) of Section 143 of the Act, we report as under:

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statement

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance

Annexure A to the Independent Auditor's Report

with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Limitations of Internal Financial Controls with reference to Financial Statement

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

Opinion

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

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 2 subsidiaries, is based on the corresponding reports of the auditors of such companies.

For **Singhi & Co.,**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-

(Aditya Singhi)

Partner

Membership No. 305161

Place: Kolkata
Date: May 25, 2019

Consolidated Balance Sheet

as at March 31, 2019

(₹ in Lakhs)

	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	5	17,252.33	15,618.46
(b) Capital Work-in-Progress		300.46	848.26
(c) Intangibles Assets	6	901.27	1,080.42
(d) Intangible Assets under Development	6(a)	2.74	2.14
(e) Financial Assets			
(i) Investments	7	0.18	10.75
(ii) Loans	8	132.27	116.28
(iii) Other Financial Assets	9	19.28	16.97
(f) Other Non Current Assets	10	933.69	872.30
		19,542.22	18,565.58
Current Assets			
(a) Inventories	11	38,229.25	33,180.61
(b) Financial Assets			
(i) Trade Receivable	12	39,653.61	35,136.32
(ii) Cash and Cash Equivalents	13	720.09	651.87
(iii) Other Bank Balances (other than Note 13 above)	14	39.33	178.67
(iv) Loans	8	136.02	303.50
(v) Other Financial Assets	9	30.57	3.32
(c) Other Current Assets	10	3,327.21	1,895.43
		82,136.08	71,349.72
TOTAL ASSETS		1,01,678.30	89,915.30
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	796.29	796.29
(b) Other Equity	16	53,670.97	49,125.03
		54,467.26	49,921.32
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	812.65	-
(ii) Other Financial Liabilities	18	346.83	506.44
(b) Provisions	19	57.53	36.30
(c) Deferred Tax Liabilities (Net)	20	253.19	891.10
(d) Other Non-Current Liabilities	21	83.11	100.61
		1,553.31	1,534.45
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	19,982.09	11,478.84
(ii) Trade Payables	23		
-Total outstanding dues of creditors to micro enterprises and small enterprises		27.41	36.12
-Total outstanding dues of creditor to other than micro enterprises and small enterprises		14,232.01	16,472.70
(iii) Other financial liabilities	18	8,946.90	7,973.03
(b) Provisions	19	293.24	399.53
(c) Contract Liabilities	24	84.04	32.47
(d) Current Tax Liabilities (Net)	25	786.46	1,637.44
(e) Other Current Liabilities	21	1,305.58	429.40
		45,657.73	38,459.53
TOTAL EQUITY & LIABILITIES		1,01,678.30	89,915.30
Basis of Accounting	2		
Basis of Consolidation	3		
Significant Accounting Policies	4		
Significant Judgements and Key Estimates	4.20		

The notes are the integral part of the Consolidated Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwal
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwal
Vice-Chairman
DIN: 00224805

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Consolidated Statement of Profit and Loss

for the year ended March 31, 2019

(₹ in Lakhs)

	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from Operations	26	1,15,470.13	1,12,036.86
II Other Income	27	197.70	245.19
III Total Income (I+II)		1,15,667.83	1,12,282.05
IV Expenses			
Cost of Materials Consumed	28	51,840.41	50,754.78
Purchase of Traded Goods	29	4,242.02	3,190.49
Changes in Inventories of Finished Goods, Work in Progress	30	(6,559.43)	(2,081.17)
Employee Benefits Expense	31	5,665.89	4,666.45
Finance Costs	32	1,855.25	810.49
Depreciation and Amortisation Expense	33	1,501.17	1,578.65
Other Expenses	34	45,174.72	39,959.85
Total Expenses (IV)		1,03,720.03	98,879.54
V Profit before Exceptional Items & Tax (III-IV)		11,947.80	13,402.51
VI Exceptional Items		-	-
VII Profit/(Loss) Before Tax (V-VI)		11,947.80	13,402.51
VIII Tax Expense	35		
a) Current Tax (Including Earlier year Tax)		5,169.68	5,315.85
b) Deferred Tax		(639.66)	(536.33)
IX Profit for the year (VII- VIII)		7,417.78	8,622.99
X Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
-Remeasurements of defined benefit plans		6.04	(19.37)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1.75)	6.85
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		-	-
XI Other Comprehensive Income for the year [(A(i-ii) +B(i-ii))]		4.29	(12.52)
XII Total Comprehensive Income for the year (IX+XI)		7,422.07	8,610.47
XIII Earnings per Equity Share	42		
Basic Earnings per Share (₹)		9.33	10.84
Diluted Earnings per Share (₹)		9.33	10.84
Basis of Accounting	2		
Basis of Consolidation	3		
Significant Accounting Policies	4		
Significant Judgements and Key Estimates	4.20		

The notes are the integral part of the Consolidated Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161

Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Consolidated Cash Flow Statement

for the year ended March 31, 2019

(₹ in Lakhs)

	2018-2019		2017-2018	
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES				
Profit before Tax		11,947.80		13,402.51
Adjustment to reconcile Profit Before Tax to Net Cash Flows				
(a) Depreciation and Amortisation	1,501.17		1,578.65	
(b) Finance Cost	1,855.25		810.49	
(c) (Profit)/Loss on disposal of Plant, Property & Equipment (Net)	5.02		3.19	
(d) Bad Debts / Advances & Claims written off	2.42		48.43	
(e) Unspent Liabilities written back	(30.17)		(11.83)	
(f) Intangible Assets under Development written off	-		-	
(g) Provision for Doubtful Trade Receivables/(written back)	14.46		(4.01)	
(h) Deferred Revenue on Government Grant	(17.48)		(48.34)	
(i) Investment written off	10.56		-	
(j) Increase in fair value of investments	-		(0.81)	
(k) Interest Income	(104.20)	3,237.04	(119.52)	2,256.25
Operating Profit before Working Capital Changes		15,184.84		15,658.76
Changes in Working Capital				
(a) (Increase)/decrease in Inventories	(5,048.64)		(3,692.38)	
(b) (Increase)/decrease in Trade Receivables	(4,534.18)		(14,104.64)	
(c) (Increase)/decrease in Other Financial Assets	(78.11)		(15.01)	
(d) (Increase)/decrease in Non-Financial Assets	(1,431.78)		(706.72)	
(e) Increase/(decrease) in Trade Payables	(2,219.22)		6,468.69	
(f) Increase/(decrease) in Other Financial Liabilities	583.84		2,556.79	
(g) Increase/(decrease) in Provisions	(79.03)		229.43	
(h) Increase/(decrease) in Contractual Liabilities	51.57		(78.79)	
(i) Increase/(decrease) in Non-Financial Liabilities	876.18	(11,879.37)	(299.64)	(9,642.27)
Cash Generated from Operations		3,305.47		6,016.49
Less: (a) Direct Taxes paid		(6,020.66)		(4,514.69)
Net Cash from Operating Activities		(2,715.19)		1,501.80
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES				
(a) Purchase of Plant, Property & Equipment		(2,448.16)		(1,740.38)
(b) Sale of Plant, Property & Equipment		25.65		6.84
(c) Interest Received		105.98		116.20
(d) Capital Subsidy Received		-		121.39
(e) Redemption/(Investment) of Fixed Deposits (Net)		136.55		(9.52)
(f) Loan Received/(Given)		200.00		(200.00)
Net Cash used in Investing Activities		(1,979.97)		(1,705.47)

Consolidated Cash Flow Statement

for the year ended March 31, 2019

(₹ in Lakhs)

	2018-2019	2017-2018
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Dividend and Tax paid thereon	(2,876.13)	(2,632.13)
(b) Interest Paid	(1,848.79)	(806.29)
(c) Repayment of Non-Current Borrowings	(140.15)	(350.24)
(d) Proceeds from Non-Current Borrowings	1,125.21	-
(e) Proceeds / (Repayment) of Current Borrowings (Net)	8,503.24	3,499.36
Net Cash used in Financing Activities	4,763.38	(289.30)
Net increase/(decrease) in Cash & Cash Equivalent (A+B+C)	68.22	(492.97)
Cash & Cash Equivalents at the beginning of the period	651.87	1,144.84
Cash & Cash Equivalents at the end of the period	720.09	651.87

Note:

- The above statement of cash flows has been prepared under the "Indirect Method" as set out in IND AS - 7 "Statement of Cash Flows".
- Closing Cash and Cash Equivalents represent balances of cash and cash equivalents as indicated in Note 13 to the financial statements.
- Statement of Reconciliation of Financing Activities :

	Term Loan from Banks	Short Term Borrowings
Balance as at April 1, 2018 (including interest accrued thereon)	77.64	11,484.29
Cash Flow (Net)	985.06	8,503.24
Non Cash Changes	-	-
Fair Value Changes	-	-
Others *	-	-
Interest Expense	67.02	1,673.75
Interest Paid	(58.92)	(1,675.38)
Balance as at March 31, 2019 (including interest accrued thereon)	1,070.80	19,985.90

* represents amortization of debt issuance cost related to term loan

- Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- Previous years figures have been regrouped/ reclassified wherever necessary.

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161

Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Consolidated Statement of Change in Equity

for the year ended March 31, 2019

(₹ in Lakhs)

a) Equity Share Capital	
Balance as at April 1, 2017	796.29
Add/(Less): Changes in Equity Share Capital during the year	–
Balance as at March 31, 2018	796.29
Add/(Less): Changes in Equity Share Capital during the year	–
Balance as at March 31, 2019	796.29

	Reserves & Surplus			Total
	Securities Premium Account	General Reserve	Retained Earnings	
b) Other Equity				
Balance as at April 1, 2017	6,880.31	4,231.17	32,035.21	43,146.69
Profit for the Year	–	–	8,622.99	8,622.99
Remeasurement Gain on Defined Benefit Plans (Net of Taxes)	–	–	(12.52)	(12.52)
Total Comprehensive Income	–	–	8,610.47	8,610.47
Final Dividend Paid	–	–	(2,186.92)	(2,186.92)
Dividend Distribution Tax on Final Dividend	–	–	(445.21)	(445.21)
Balance as at March 31, 2018	6,880.31	4,231.17	38,013.55	49,125.03
Balance as at April 1, 2018	6,880.31	4,231.17	38,013.55	49,125.03
Profit for the Year	–	–	7,417.78	7,417.78
Remeasurement Gain on Defined Benefit Plans (Net of Taxes)	–	–	4.29	4.29
Total Comprehensive Income	–	–	7,422.07	7,422.07
Final Dividend Paid	–	–	(2,385.74)	(2,385.74)
Dividend Distribution Tax on Final Dividend	–	–	(490.39)	(490.39)
Balance as at March 31, 2019	6,880.31	4,231.17	42,559.49	53,670.97

The notes are the integral part of the Consolidated Financial Statements

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E

Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
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Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

1. CORPORATE AND GENERAL INFORMATION

Rupa & Company Limited (the Parent Company) was incorporated in India in the year 1985 and has its registered office in Metro Towers, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata - 700071.

The Parent Company is a Public Limited Group domiciled in India & is incorporated under provision of Companies Act applicable in India. Its shares are listed on the National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd. The Parent Company and its Subsidiaries (together referred to as "the Group") are primarily engaged in manufacture of hosiery products in knitted undergarments, casual wears and thermal wears. The Parent Company also has a Power Generation Unit operated on Windmill process. The Financial Statements are approved for issue by the Parent Company's Board of Directors on May 25, 2019.

2. BASIS OF ACCOUNTING

2.1 Statement of Compliance

These Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

The Financial Statements of the Group for the year ended March 31, 2019 have been approved by the Board of Directors in their meeting held on May 25, 2019.

2.2 Basis of Measurement

The Financial Statements have been prepared on historical cost basis, except for following:

- Financial assets and liabilities (including derivative instruments) that is measured at Fair value/ Amortised cost;
- Non-current assets held for sale – measured at the lower of the carrying amounts and fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value

2.3 Functional and Presentation Currency

The Financial Statements have been presented in Indian Rupees (INR), which is also the Group's functional currency. All financial information presented in "INR" has been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

2.4 Use of Estimates and Judgements

The preparation of Financial Statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.5 Current Vs non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

3. Basis of Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases. Profit/(loss) and Other Comprehensive Income ('OCI') of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of March 31, 2019. The Group consolidates the Financial Statements of the parent company and its subsidiaries on line by line basis adding together the items of assets, liabilities, equity, income and expenses. Intra Group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Profit/(loss) and each component of OCI are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiaries between the owners of the parent company and the non-controlling interests based on their respective ownership interests.

The Group treats transactions with non-controlling interests that do not result in a loss of control, as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

Business Combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the fair values of assets transferred on acquisition-date, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognised as capital reserve.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently re-measured to fair value with changes in fair value recognised in statement of profit and loss.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities except changes made to harmonise the accounting policies.

4. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the Financial Statements are as given below. These accounting policies have been applied consistently to all the periods presented in the Financial Statements.

4.1 Inventories

Raw materials and packing materials are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials is determined on weighted average basis including packing materials, accessories and dyes and chemicals .

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of Work-in-progress (measured in kgs) is determined on weighted average basis and cost of work-in-progress (measured in pieces) and cost of finished goods is determined on Retail sales price method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

4.2 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

4.3 Income Tax

Income Tax comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

Deferred Tax

- Deferred Tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Group reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4.4 Property, Plant and Equipment

4.4.1. Recognition and Measurement:

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of an item of property, plant and equipment acquired comprises its purchase price including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, borrowing cost, if capitalization criteria is met, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

4.4.2. Subsequent Expenditure

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

4.4.3. Depreciation and Amortization

- Depreciation on Property Plant & Equipment is provided under Straight Line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset. The Group has used the following rates to provide depreciation on its Property Plant & Equipment.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Class of Property Plant & Equipment	Useful Lives estimated by the management (Years)
Factory Buildings	30
Non-factory Buildings	60
Plant and Equipments	10 to 15
Computer and Data Processing Equipments	3 to 6
Furnitures and Fixtures	10
Vehicles	8
Office Equipments	5

- Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.
- The management has estimated, supported by independent assessment by professionals, the useful lives of certain plant and machinery as 10 years. These lives are lower than those indicated in schedule II of Companies Act, 2013.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation on assets built on leasehold land, which is transferrable to the lessor on expiry of lease period, is amortized over the period of lease.
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.
- Lease hold land is amortized on a straight line basis over the period of lease i.e ,90 years.

4.4.4. Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

4.4.5. Reclassification to Investment Property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

4.4.6. Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

4.5 Leases

4.5.1. Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

For arrangements entered prior to the date of transition, the Group has determined whether the arrangement contains a lease on the basis of facts and circumstances existing on the date of transition.

4.5.2. Group as lessor

➤ Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

➤ Operating Lease

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Group with expected inflationary costs.

4.5.3. Group as Lessee

➤ Finance Lease

Finance Leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly to the statement of profit and loss. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Group will obtain the ownership by the end of lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

➤ Operating Lease

Assets acquired on leases where a significant portion of risk and reward is retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on a straight-line basis over the lease term, except where scheduled increase in rent compensates the Group with expected inflationary costs.

4.6 Revenue Recognition

Ind AS 115 was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The Group adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of April 1, 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group elected to apply the standard to all contracts as at April 1, 2018. However, the application of Ind AS 115 does not have any significant impact on the recognition and measurement of revenue and related items.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Revenue is measured at the fair value of the consideration received / receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

The specific recognition criteria for revenue recognition are as follows:

4.6.1. Sale of Goods

Sale of goods is recognised at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, or other contractual reductions. As the period between the date on which the Group transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

4.6.2. Sale of Services

In contracts involving the rendering of services, revenue is measured using the completed service method.

4.6.3. Sale of Power

Revenue from sale of Energy (Power) is recognised on the basis of Electrical Units generated net of transmission loss as applicable when no significant uncertainty as to measurability & collectability exists.

4.6.4. Interest Income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

4.6.5. Dividend Income

Dividend Income from investments is recognized when the Group's right to receive payment has been established

4.6.6. Other Operating Revenue

Export incentive and subsidies are recognized when there is reasonable assurance that the Group will comply with the conditions and the incentive will be received. Insurance & other claims, where quantum of accruals cannot be ascertained with reasonable certainty are recognized as income only when revenue is virtually certain which generally coincides with receipt / acceptance.

4.7 Employee Benefits

4.7.1. Short Term Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

4.7.2. Post Employment Benefits

The Group operates the following post employment schemes:

➤ Defined Benefit Plans

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

➤ Defined Contribution Plan

Retirement benefits in the form of Provident and Pension Funds are defined contribution schemes and are charged to the statement of profit and loss of the period when the contributions to the respective funds are due. The Group has no obligation other than contributions to the respective funds. The Group recognises contribution payable to the provident fund scheme as expenditure, when an employee renders the selected service.

4.8 Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Group will comply with all the attached conditions. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grants related to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit or loss on a straight line basis over the expected useful life of the related asset and presented within other operating revenue or netted off against the related expenses.

4.9 Foreign Currency Transactions

- Foreign currency transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs
- Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

4.10 Borrowing Cost

- Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. The Group considers a period of twelve months or more as a substantial period of time.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

4.11 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

4.11.1. Financial Assets

➤ Recognition and Initial Measurement:

All financial assets are initially recognized when the Group becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

➤ Classification and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

- o Measured at Amortized Cost;
- o Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- o Measured at Fair Value Through Profit or Loss (FVTPL); and
- o Equity Instruments measured at Fair Value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

- o Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met:
 - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.
- o Measured at FVTOCI: A debt instrument is measured at the FVTOCI if both the following conditions are met:
 - The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
 - The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

- o Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.
- o Equity Instruments measured at FVTOCI: All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

➤ Derecognition

The Group derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

➤ Impairment of Financial Assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

4.11.2. Financial Liabilities

➤ Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

➤ Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

➤ Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

➤ Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

4.12 Impairment of Non-Financial Assets

- The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).
- An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

4.13 Provisions, Contingent Liabilities and Contingent Assets

4.13.1. Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

➤ Onerous Contracts:

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

4.13.2. Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Group discloses the existence of contingent liabilities in Other Notes to Financial Statements.

4.13.3. Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

4.14 Intangible Assets

Recognition and Measurement

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful economic lives.

Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. All other expenditure is recognized in the Statement of Profit & Loss.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Amortization

The useful lives over which intangible assets are amortized are as under:

Assets	Useful Life (In Years)
Copyrights & Trade marks	10
Computer software	5

Disposal

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit & Loss.

Intangible Assets under Development

Intangible Assets under development is stated at cost which includes expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

4.15 Non-current assets (or disposal groups) held for sale and discontinued operations

- Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of the carrying amount and the fair value less cost to sell.
- An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.
- Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Non-current assets (or disposal group) classified as held for sale are presented separately in the balance sheet. Any profit or loss arising from the sale or remeasurement of discontinued operations is presented as part of a single line item in statement of profit and loss.

4.16 Operating Segment

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker (CODM). An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of the Group and for which discrete financial information is available. Based on assessment of CODM in terms of Indian Accounting Standard – 108, the Group is predominantly engaged in a single segment of Garments & Hosiery goods and related services. The analysis of geographical segments is based on the areas in which customers of the Group are located.

4.17 Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.18 Measurement of Fair Values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the Group considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

4.19 Significant accounting judgements and key sources of estimation:

Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the Financial Statements is included in the following notes:

- **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- **Useful lives of depreciable/ amortisable assets (tangible and intangible):** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.
- **Classification of Leases:** The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.
- **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

- **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- **Impairment of Financial Assets:** The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Allowances for Doubtful Debts:** The Group makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.
- **Fair value measurement of financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

4.20 New Standards / Amendments to Existing Standard issued but not yet effective upto the date of issuance of the Group's Financial Statement are disclosed below

- a. Ind AS 116: Leases -Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the Financial Statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same is not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Group will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization charge for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

Group is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Group has evaluated the impact and certain non-material operating leases have to be brought onto the balance sheet in terms of the new standard and additional disclosure will be required.

- b. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on March 30, 2019. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or

Notes to the Consolidated Financial Statement

for the year ended March 31, 2019

Group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Group has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the Consolidated Financial Statements.

- c. Amendment to Ind AS 12 – Income taxes: Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

There is no impact of this amendment on the Consolidated Financial Statements.

- d. Amendment to Ind AS 19 – plan amendment, curtailment or settlement- Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', on March 30, 2019, in connection with accounting for plan amendments, curtailments and settlements.

The Group does not have any impact on account of this amendment. The Group will adopt the standard on April 1, 2019.

- e. Ind AS 23 – Borrowing Costs -The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Group does not expect any significant impact from this amendment.

- f. Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group does not currently have any long-term interests in associates and joint ventures.

- g. Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. This amendment is currently not applicable to the Group.

- h. Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Group does not expect this amendment to have any impact on its Financial Statements.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Land		Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Total
	Freehold	Leasehold						
5. Property, Plant and Equipment								
Cost								
As at April 1, 2017	1,664.46	271.66	8,275.55	5,842.78	395.10	503.27	221.12	17,173.94
Additions	929.64	–	–	190.19	132.93	1.39	75.89	1,330.04
Disposals/ Withdrawals	–	–	–	–	–	11.99	–	11.99
As at March 31, 2018	2,594.10	271.66	8,275.55	6,032.97	528.03	492.67	297.01	18,491.99
Additions	–	–	1,008.15	1,545.50	168.56	184.03	80.07	2,986.31
Disposals/ Withdrawals	–	–	–	32.55	–	60.43	–	92.98
As at March 31, 2019	2,594.10	271.66	9,283.70	7,545.92	696.59	616.27	377.08	21,385.32
Depreciation								
As at April 1, 2017	–	3.22	192.49	1,088.68	63.83	69.86	61.64	1,479.72
Charge for the year	–	3.22	202.50	969.35	80.21	75.82	64.67	1,395.77
On Disposals/Withdrawals/ Adjustments	–	–	–	–	–	1.96	–	1.96
As at March 31, 2018	–	6.44	394.99	2,058.03	144.04	143.72	126.31	2,873.53
Charge for the year	–	3.22	216.85	845.72	107.43	81.45	67.10	1,321.77
On Disposals/Withdrawals/ Adjustments	–	–	–	22.43	–	39.88	–	62.31
As at March 31, 2019	–	9.66	611.84	2,881.32	251.47	185.29	193.41	4,132.99
Net Block								
As at March 31, 2018	2,594.10	265.22	7,880.56	3,974.94	383.99	348.95	170.70	15,618.46
As at March 31, 2019	2,594.10	262.00	8,671.86	4,664.60	445.12	430.98	183.67	17,252.33

Note:

Term Loan from a bank of parent amounting ₹ 1,062.70 Lakhs is secured by first charge by way of hypothecation of movable fixed assets and mortgage of immovable fixed assets of Domjur, West Bengal and Tirupur Unit, Tamilnadu and Cash Credit including Working Capital Demand Loan amounting ₹ 16,504.24 Lakhs are secured by second charge of movable and immovable fixed assets of Domjur Unit, West Bengal.

	Computer Software	Copyrights and Trademarks	Business Rights	Total
6. Intangible Assets:				
Cost				
As at April 1, 2017	373.00	0.50	1,000.00	1,373.50
Additions	29.41	–	–	29.41
As at March 31, 2018	402.41	0.50	1,000.00	1,402.91
Additions	0.25	–	–	0.25
As at March 31, 2019	402.66	0.50	1,000.00	1,403.16
Amortisation				
As at April 1, 2017	39.11	0.50	100.00	139.61
Charge for the year	82.88	–	100.00	182.88
As at March 31, 2018	121.99	0.50	200.00	322.49
Charge for the year	79.40	–	100.00	179.40
As at March 31, 2019	201.39	0.50	300.00	501.89
Net Block				
As at March 31, 2018	280.42	–	800.00	1,080.42
As at March 31, 2019	201.27	–	700.00	901.27

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

6(a) Intangible Asset Under Development		
As at March 31, 2018		2.14
As at March 31, 2019		2.74

	Number of shares/units	
	March 31, 2019	March 31, 2018
7. Investments		
In Mutual Funds (Quoted)		
HDFC Large Cap Fund (Units of ₹ 10/- each)	–	10,000
In Equity Instruments (at cost unless otherwise stated) (Unquoted)		
West Bengal Hosiery Park Infrastructure Limited (Equity Shares of ₹ 10/- each)	1,800	1,800
	Amount	
	March 31, 2019	March 31, 2018
Investments measured at Fair Value through Profit and Loss		
In Mutual Funds (Quoted)		
HDFC Large Cap Fund	–	10.57
Total (A)	–	10.57
In Equity Instruments (at cost unless otherwise stated) (Unquoted)		
West Bengal Hosiery Park Infrastructure Limited	0.18	0.18
Total (B)	0.18	0.18
Total Investments (A+B)	0.18	10.75
Aggregate Carrying value of Quoted Investments	–	10.57
Aggregate Market value of Quoted Investments	–	10.57
Aggregate Carrying value of Unquoted Investments	0.18	0.18

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
8. Loans				
(Unsecured, considered good unless otherwise stated)				
Security Deposits*	132.27	116.28	136.02	103.50
Loan to Bodies Corporate	–	–	–	200.00
	132.27	116.28	136.02	303.50

* Dues from private companies in which any director is a director is ₹ 64.40 Lakhs (March 31, 2018 ₹ 64.40 Lakhs).

Note:

There are no outstanding debts from director or other officer of the company.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
9. Other Financial Asset				
Interest Accrued on Deposits	–	–	1.55	0.61
Interest Accrued on Loan to Bodies Corporate	–	–	–	2.71
Bank deposits With maturity of more than 12 months	18.70	16.97	–	–
Security Deposit	0.58	–	10.60	–
Others	–	–	18.42	–
	19.28	16.97	30.57	3.32

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
10. Other Assets (Unsecured Considered)				
Capital Advances*	933.69	872.30	–	–
Advances Other than Capital Advances	–	–	–	–
Prepaid Expenses	–	–	109.17	133.58
Advance against supply of goods & services	–	–	809.78	573.45
Advance to Employees	–	–	63.52	75.76
Balances with Government Authorities	–	–	2,127.76	902.18
Claims & Refund Receivable	–	–	141.37	183.89
Sales Tax paid under protest	–	–	13.77	21.17
Other Advances	–	–	61.84	5.40
	933.69	872.30	3,327.21	1,895.43

*Includes advance amounting to ₹ 400.92 Lakhs (March 31, 2018: ₹ 400.92 Lakhs) given to West Bengal Housing Infrastructure Development Corporation (WB HIDCO) towards offer for allotment of land on a freehold basis. WB HIDCO later decided to allot land on a leasehold basis which the Company has challenged and the matter is sub-judice with the Hon'ble Calcutta High Court.

	March 31, 2019	March 31, 2018
11. Inventories		
(Valued at lower of cost and net realisable value)		
Raw Material		
Raw Material including packing materials	3,357.78	4,868.57
Finished Goods	20,187.22	15,481.08
Work-in-Progress	11,985.56	11,132.63
Traded Goods	2,698.69	1,698.33
	38,229.25	33,180.61

Mode of Valuation – Ref Note no. 4.1 of Accounting Policy.

Note : The above includes Stock in transit

	March 31, 2019	March 31, 2018
Work-in-Progress	38.19	73.04
Finished Goods	20.79	–

Note : Inventories are hypothecated/ pledged against borrowings (Refer Note no. 22)

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Current	
	March 31, 2019	March 31, 2018
12. Trade Receivable		
Secured	3,385.70	3,240.88
Unsecured	36,267.91	31,895.44
Trade Receivables which has significant increase in Credit Risk	–	–
Trade Receivable - Credit Impaired	38.17	23.70
	39,691.78	35,160.02
Impairment Allowance(Allowance for Bad and Doubtful Debt)		
Unsecured	–	–
Trade Receivables which has significant increase in Credit Risk	–	–
Trade Receivable -Credit Impaired	38.17	23.70
	38.17	23.70
Total Trade Receivable	39,653.61	35,136.32

- a) No Trade Receivables due by directors and its officers of the Company.
- b) Allowances for credit losses of trade receivables, has been computed based on the ageing of the receivables. In computing expected credit losses the Company has taken into account historical credit loss experience and forward looking information.
- c) Trade Receivables are hypothecated/ pledged against borrowings (Refer Note no. 22).

	March 31, 2019	March 31, 2018
13. Cash and Cash Equivalents		
Cash in hand	19.03	23.41
Balances with banks	–	–
Current accounts	221.05	268.73
Cash Credit account	358.04	240.66
Bank deposits having original maturity for less than 3 months	121.97	119.07
	720.09	651.87

	March 31, 2019	March 31, 2018
14. Other Bank Balances (other than Note - 13)		
Unpaid dividend accounts	12.58	13.64
Bank deposits maturity for more than 3 months but less than 12 months*	26.75	165.03
	39.33	178.67

* Held as lien by bank against bank guarantees.

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
15. Equity Share Capital				
Authorised Share Capital				
Equity Shares of ₹ 1/- each	20,00,00,000	2,000.00	20,00,00,000	2,000.00
	20,00,00,000	2,000.00	20,00,00,000	2,000.00
Issued Share Capital				
Equity Shares of ₹ 1/- each	7,97,33,560	797.34	7,97,33,560	797.34
	7,97,33,560	797.34	7,97,33,560	797.34

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Subscribed & Paid-up Share Capital				
Equity Shares of ₹ 1/- each	7,95,24,560	795.25	7,95,24,560	795.25
Equity shares forfeited of ₹ 1/- each, Paid up ₹ 0.50 per Share	2,09,000	1.04	2,09,000	1.04
	7,97,33,560	796.29	7,97,33,560	796.29

a) Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

b) Terms/ Rights attached to Equity Shares :

The Parent Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the parent company. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended March 31, 2019 the Company has proposed final dividend of ₹ 3/- per share (March 31, 2018: ₹ 3/- per Share) subject to approval of members in the ensuing Annual General Meeting.

c) Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

d) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹ 1/- each, fully paid up				
Prahlad Rai Agarwala*	1,67,63,656	21.08%	1,67,63,656	21.08%
Rajnish Enterprises Ltd.	1,58,23,190	19.90%	1,58,23,190	19.90%
Ziyan Developers LLP	86,50,000	10.88%	86,50,000	10.88%
Purvanchal Leasing Ltd.	58,07,670	7.30%	58,07,670	7.30%

*holding shares jointly with Ghanshyam Prasad Agarwala and Kunj Bihari Agarwal, on behalf of a partnership firm.

As per records of the Company, including its register of shareholders / members as on March 31, 2019, the above shareholding represents legal ownership of shares.

- e) The company has neither issued bonus shares nor has bought back any shares during last 5 years.
- f) No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
- g) No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
- h) No calls are unpaid by any Director or Officer of the Company during the year.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Note	March 31, 2019	March 31, 2018
16. Other Equity			
Securities Premium Reserve	16.1	6,880.31	6,880.31
General Reserve	16.2	4,231.17	4,231.17
Retained Earnings	16.3	42,559.49	38,013.55
		53,670.97	49,125.03

Changes in Other Equity

	March 31, 2019	March 31, 2018
16.1 Securities Premium Reserve		
Opening balance	6,880.31	6,880.31
Changes during the year	–	–
	6,880.31	6,880.31

	March 31, 2019	March 31, 2018
16.2 General Reserve		
Opening balance	4,231.17	4,231.17
Changes during the year	–	–
	4,231.17	4,231.17

	March 31, 2019	March 31, 2018
16.3 Retained Earnings		
Opening balance	38,013.55	32,035.21
Add: Profit for the year	7,417.78	8,622.99
Less: Remeasurement of Defined Benefit Plans (Net of Tax)	4.29	(12.52)
Equity Dividend	(2,385.74)	(2,186.92)
Tax on Equity Dividend	(490.39)	(445.21)
	42,559.49	38,013.55

Nature and purpose of other reserves

Securities Premium Reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act.

General Reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

Retained Earnings

This reserve represents the cumulative profit of company and effects of remeasurement of defined benefit obligation. This reserves can be utilised in accordance with the provisions of Companies Act, 2013.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Non-Current	
	March 31, 2019	March 31, 2018
17. Non Current Borrowings		
Secured Term Loan		
Rupee loan from a Bank	1,062.70	77.64
Less: Current portion of long term borrowings (Disclosed under Other Financial Liabilities, Refer Note No- 18)	250.05	77.64
	812.65	-

Note:

- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- Terms & conditions**
 - Term Loan from a bank is secured by first charge by way of hypothecation of Plant & Machinery.
 - Term Loan with a balance of ₹ 1,062.70 Lakhs (March 31, 2018: Nil) is repayable in 17 equal quarterly installments of ₹ 62.51 Lakhs and carries interest @ 8.90% to 9.15% per annum (March 31, 2018: Nil)
 - Term Loan with a balance of ₹ 77.64 Lakhs as on March 31, 2018 has been repaid during the year. It carried interest @ 12.30% per annum.

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
18. Other Financial Liabilities				
Current Maturities of Long Term Borrowings	-	-	250.05	77.64
Interest Accrued but not due on Borrowings	-	-	11.93	5.45
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	-	-	12.58	13.64
Security Deposits from Customers	346.83	506.44	3,854.54	3,459.56
Capital Creditors	-	-	91.90	39.32
Dealers Incentive Payable	-	-	3,666.73	3,623.99
Payable to Employees	-	-	754.20	416.38
Others	-	-	304.97	337.05
	346.83	506.44	8,946.90	7,973.03

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
19. Provisions				
Provision for Gratuity	18.45	11.16	219.68	166.12
Provision for Leave Encashment	39.08	25.14	3.01	1.93
Provision for Litigation, Claims & Contingencies (Refer Note 19.1)	-	-	70.55	70.55
Other provisions	-	-	-	160.93
	57.53	36.30	293.24	399.53

The Company has estimated the provision for pending litigation, claims and demands based on the assessment of probability for these demands being crystallising against the Company in due course.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

19.1 Movement of Provision		
Balance as at April 1, 2017		70.55
Provision utilized during the year		–
Balance as at April 1, 2018		70.55
Provision utilized during the year		–
Balance as at March 31, 2019		70.55

	March 31, 2019	March 31, 2018
20. Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
Arising on account of :		
Difference between Tax Depreciation and Depreciation / Amortisation charged for the financial reporting	1,594.47	1,521.05
Others	–	0.05
	1,594.47	1,521.10
Less: Deferred Tax Assets		
Arising on account of :		
Provision for Doubtful Debt & Advances	12.41	8.28
Provision for Employee Benefit Expenses	93.23	68.11
Provision for Litigation, Claims & Contingencies (Refer Note 19.1)	24.66	24.66
Unabsorbed Depreciation & Business Losses	1,209.61	527.96
MAT Credit Entitlement	0.63	–
Others	0.74	0.99
	1,341.28	630.00
Deferred Tax Liabilities (Net)	253.19	891.10

20.1 The Consolidated Financial Statements for the year ended March 31, 2019 includes Deferred Tax Asset on business loss and unabsorbed depreciation amounting to ₹ 1,155.12 Lakhs (including ₹ 688.65 Lakhs credited to Statement of Profit and Loss and ₹ 0.94 Lakhs debited to Other Comprehensive Income during the year) in one of the subsidiary company. The management is of the view that the business / brands are in a nascent stage and therefore the subsidiary company has been incurring losses. Based on business plans and future profitability projections, the management is hopeful of realizing the carry over Deferred Tax Asset as at March 31, 2019.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

20.2 Movement in Deferred Tax Assets and Liabilities during the year ended March 31, 2019

	As at April 1, 2017	Recognized in Statement of Profit and Loss	Recognized in Other Compre- hensive Income	As at March 31,2018
Deferred Income Tax Liabilities				
Depreciation	1,508.21	12.84	–	1,521.05
Others	0.35	(0.30)	–	0.05
A	1,508.56	12.54	–	1,521.10
Deferred Income Tax Assets				
Provision for Doubtful Debt & Advances	9.59	1.31	–	8.28
Provision for Employee Benefit Expenses	40.08	(21.00)	(6.85)	68.11
Provision for Litigation, Claims & Contingencies	24.42	(0.24)	–	24.66
Unabsorbed Depreciation & Business Losses	–	(527.96)	–	527.96
Others	0.01	(0.98)	–	0.99
B	74.10	(548.87)	(6.85)	630.00
Deferred Tax Liabilities (Net) (A-B)	1,434.46	(536.33)	(6.85)	891.10

	As at April 1, 2018	Recognized in Statement of Profit and Loss	Recognized in Other Compre- hensive Income	As at March 31, 2019
Deferred Income Tax Liabilities				
Depreciation	1,521.05	73.42	–	1,594.47
Others	0.05	(0.05)	–	–
A	1,521.10	73.37	–	1,594.47
Deferred Income Tax Assets				
Provision for Doubtful Debt & Advances	8.28	4.13	–	12.41
Provision for Employee Benefit Expenses	68.11	26.87	(1.75)	93.23
Provision for Litigation, Claims & Contingencies	24.66	–	–	24.66
Provision for Leave Encashment	–	–	–	–
Unabsorbed Depreciation & Business Losses	527.96	681.65	–	1,209.61
MAT Credit Entitlement	–	0.63	–	0.63
Others	0.99	(0.25)	–	0.74
B	630.00	713.03	1.75	1,341.28
Deferred Tax Liabilities (Net) (A-B)	891.10	(639.66)	1.75	253.19

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
21. Other Liabilities				
Deferred Revenue (Refer Note No.48)	83.11	100.61	17.48	17.48
Statutory dues payable	-	-	558.12	409.54
Others payables#	-	-	729.98	2.38
	83.11	100.61	1,305.58	429.40

Primarily includes liabilities towards expenses

	Current	
	March 31, 2019	March 31, 2018
22. Current Borrowing		
Loan Repayable on Demand		
From Banks:		
Cash Credit	8,282.09	4,978.84
Working Capital Demand Loans	-	-
Indian Rupee Loan	10,900.00	5,900.00
Packing Credit	800.00	600.00
	19,982.09	11,478.84
The above amount includes Secured Loan	19,982.09	11,478.84

Terms & conditions :

- a) i. Cash Credit including Working Capital Demand Loan of Parent are secured by hypothecation of inventories, book debts and other current assets of the Company and further secured by second charge of movable and immovable fixed assets of Domjur Unit, West Bengal.
- ii. Cash Credit facility of a subsidiary are secured by hypothecation of inventories, book debts and other current assets of the subsidiary company. Further, the same has been secured by the corporate guarantee of an amount of ₹ 3,477.84 Lakhs given by the Parent company.
- b) Working Capital Demand Loans carries interest @5.50% to 9.65% p.a. (March 31, 2018: @4.90% to 8.50% p.a.).
- c) Cash Credit are repayable on demand and carries interest @8.50% to 11.50% p.a. (March 31, 2018: @8.50% to 11.50% p.a.).
- d) No loans have been guaranteed by the directors and others.
- e) There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

	Current	
	March 31, 2019	March 31, 2018
23. Trade Payables		
Due to micro, small and medium-enterprises (Refer Note 38)	27.41	36.12
Due to Creditors other than micro, small and medium enterprises	14,232.01	16,472.70
	14,259.42	16,508.82

	Current	
	March 31, 2019	March 31, 2018
24. Contract Liabilities		
Advances from customers	84.04	32.47
	84.04	32.47

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Current	
	March 31, 2019	March 31, 2018
25. Current Tax Liabilities (Net)		
Provisions for Taxation (Net of Payments)	786.46	1,637.44
	786.46	1,637.44
	March 31, 2019	March 31, 2018
26. Revenue from Operations		
Sale of products:		
Finished Goods [#]	1,07,891.47	1,06,118.77
Semi-Finished Goods	361.37	465.15
Trade Finished Goods	4,569.22	2,918.31
	1,12,822.06	1,09,502.23
Sale of Services		
Service Income	2,170.71	2,121.71
	2,170.71	2,121.71
Other Operating Revenues		
Sale of Power	88.50	87.75
Scrap Sale	161.10	106.77
Sales Tax Subsidy	–	22.97
Export Incentive	210.28	147.09
Deferred Revenue on Government Grant	17.48	48.34
	477.36	412.92
	1,15,470.13	1,12,036.86

[#]Net of discount and dealers incentives

A. Nature of Goods and Services

The following is a description of principal activities separated by reportable segments from which the Group generates its revenue

a) The Group is engaged in the manufacturing of hosiery products and generates revenue from the sale of hosiery products and the same is only the reportable segment of the Group.

B. Disaggregation of Revenue

In the following table, revenue is disaggregated by primary geographical market, major product lines and timing of revenue recognition.

	March 31, 2019
i) Primary Geographical Markets	
Within India	1,10,070.34
Outside India	2,751.72
Total	1,12,822.06
ii) Major Products	
Hosiery Products	1,12,822.06
Others	–
Total	1,12,822.06

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019
iii) Timing of Revenue	
At a point in time	1,12,822.06
Over time	–
Total	1,12,822.06
iv) Contract Duration	
Long Term	–
Short Term	1,12,822.06
Total	1,12,822.06

C. Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

	March 31, 2019
Receivables, which are included in "Trade Receivables"	39,653.61
Contract Assets	–
Contract Liabilities	84.04
Total	39,569.57

D. Other Information

	March 31, 2019
Transaction price allocated to the remaining performance obligations	Nil
The amount of revenue recognised in the current year from performance obligations satisfied fully or partially in previous years	Nil
Performance obligations- The Company satisfy the performance obligation on shipment/delivery.	Nil

The Company has adopted IND AS 115 "Revenue from contracts with Customers" which is mandatory for the reporting periods on or after April 1, 2018. In terms of the requirement of IND AS -115, revenue is recognized net of trade schemes and incentives payables to distributors, dealers and retailers. Revenue for comparative periods have been adjusted to confirm to current period classification

	March 31, 2019	March 31, 2018
27. Other Income		
Interest Income :		
On Bank deposits	13.29	52.76
On Receivable	75.18	63.75
On Loan to a Subsidiary Company	–	–
On Loan to Bodies Corporate	15.73	3.01
	104.20	119.52
Net gain on Investments (Mutual Funds) carried at fair value	–	0.81
	–	0.81

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Other Non-Operating Income		
Unspent Liabilities written back	30.17	11.82
Net Foreign Exchange gain	21.54	50.10
Excess provision on Trade Receivables written back	–	4.01
Insurance Claim Received	25.19	6.28
Miscellaneous Income	16.60	52.65
	93.50	124.86
	197.70	245.19

	March 31, 2019	March 31, 2018
28. Cost of Material Consumed		
Opening inventory	4,868.57	3,257.35
Add : Purchases*	50,329.62	52,366.00
Less : Inventory at the end of the year	3,357.78	4,868.57
	51,840.41	50,754.78

* Includes purchase of goods amounting to Nil (March 31,2018: ₹ 1,621.94 lakhs) supplied at concessional rate to dealers

	March 31, 2019	March 31, 2018
Details of Raw Material Consumed		
Yarn / Than	36,750.00	34,920.57
Packing Material, Accessories and Other Material	15,090.41	15,834.21

	March 31, 2019	March 31, 2018
29. Purchase of Traded Goods		
Hosiery Goods	4,242.02	3,190.49
	4,242.02	3,190.49

	March 31, 2019	March 31, 2018
30. Changes in Inventories of Finished Goods and Work-in-Progress		
Opening Stock		
Traded Goods	1,698.33	470.40
Finished Goods	15,481.08	18,210.47
Work-in-Progress	11,132.63	7,550.00
	28,312.04	26,230.87
Closing Stock		
Traded Goods	2,698.69	1,698.33
Finished Goods	20,187.22	15,481.08
Work-in-Progress	11,985.56	11,132.63
	34,871.47	28,312.04
	(6,559.43)	(2,081.17)

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
31. Employee Benefit Expense		
Salaries, Wages and Bonus	5,413.71	4,493.70
Contribution to Provident and Other Funds	144.73	95.92
Gratuity*	71.93	52.47
Staff Welfare Expenses	35.52	24.36
	5,665.89	4,666.45

*For descriptive notes on disclosure of Defined Benefit Obligation Refer Note No. 40.

	March 31, 2019	March 31, 2018
32. Finance Costs		
Interest Expenses	1,782.83	765.92
[Net of Interest rate subsidy from Technology Upgradation Fund Scheme ₹ 1.42 Lakhs (March 31, 2018: ₹ 27.24 Lakhs)]		
Bank Charges	72.42	44.57
	1,855.25	810.49

	March 31, 2019	March 31, 2018
33. Depreciation & Amortisation Expense		
Depreciation on Property, Plant & Equipment	1,321.77	1,395.77
Amortisation of Intangible Assets	179.40	182.88
	1,501.17	1,578.65

	March 31, 2019	March 31, 2018
34. Other Expenses		
Consumption of Stores and Spares	57.49	58.75
Sub-contracting /Job Worker Expenses	26,046.11	22,447.28
Power & Fuel	1,469.54	1,424.01
Freight Outwards and Forwarding Expenses	2,049.76	1,782.08
Rent	551.77	384.87
Rates and Taxes	118.06	57.06
Insurance	111.43	133.26
Repairs and Maintenance :		
- Plant and Machinery	214.47	224.28
- Building	89.24	67.13
- Others	274.72	262.01
Advertising & Sales Promotion	8,796.81	8,592.25
Business Convention	894.26	585.38
Brokerage	1,275.16	1,340.01
Travelling and Conveyance	1,257.17	909.52
Communication Costs	139.14	147.63
Legal and Professional Fees	285.29	223.89
Directors' Sitting Fees & Commission	81.35	32.91
Payment to Auditor (Refer Note Below)	27.46	26.86
Bad Debts/ Advance written off	2.42	48.43

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Provision for Doubtful Trade Receivables	14.47	–
Net Foreign Exchange Loss	–	0.36
Investment Written off	10.56	–
Loss on sale of Fixed Assets (Net)	5.02	3.19
Royalty on Sales	129.23	62.14
Contribution for CSR Activities	257.36	225.36
Miscellaneous Expenses	1,016.43	921.19
	45,174.72	39,959.85
Remuneration to Auditors		
For Audit Fees	15.40	16.38
For Limited Review Fees	9.00	9.00
For Certification	0.50	0.50
For Tax Audit	0.60	0.93
Out of Pocket Expenses	1.96	0.05
	27.46	26.86

	March 31, 2019	March 31, 2018
35. Tax Expense		
Current Tax for the year	5,170.72	5,365.95
Deferred Tax for the year	(639.66)	(536.33)
Tax Expense for Current Year	4,531.06	4,829.62
Income Tax for earlier years	(1.04)	(50.10)
Tax Expense in Statement of Profit & Loss	4,530.02	4,779.52

35.1 Reconciliation of estimated Income Tax Expense at Indian Statutory Income tax rate to Income Tax Expense reported in Statement of Comprehensive Income

	March 31, 2019	March 31, 2018
Income before Income Taxes	11,947.80	13,402.51
Indian Statutory Income Tax Rate*	34.61%	34.61%
Estimated Income Tax Expenses	4,175.04	4,638.34

Tax effect of adjustments to reconcile expected Income Tax Expense to reported Income Tax Expense

	March 31, 2019	March 31, 2018
Adjustment in Respect of Earlier year Tax included in Current Tax	–	–
Expenses Disallowed for tax purpose	95.38	78.16
Deductions allowable under Income Tax Act	(49.00)	(45.24)
Provision for Interest for delayed payment under Income Tax Act	74.36	149.22
Income Taxable at lower rate*	231.89	–
Others*	3.39	9.14
	356.02	191.28
Income Tax expense in the Statement of Profit and Loss	4,531.06	4,829.62

*Includes impact of lower rate of tax @26.00% in case of all three subsidiaries

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
36. Capital and Other Commitments		
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	–	854.81
	March 31, 2019	March 31, 2018
37. a) Contingent Liabilities		
Demands / claims by various government authorities and others not acknowledged as debts and contested by the government		
Income Tax Matters (Previous year Related to AY 2012-13)	–	1.62
Sales Tax Matters (net of amount deposited under dispute ₹ 13.77 Lakhs)	80.30	147.30
Employees State Insurance (Financial Year -2007-08 under Appeal)	0.40	0.40
Bank Guarantees outstanding	720.30	220.30
Guarantees Given to Bank [Including ₹ 3,477.84 Lakhs (March 31,2018 : ₹ 490.43 Lakhs) on behalf of subsidiary company]	3,677.84	490.43
Letter of Credit Outstanding	–	563.41
During the year 2013-14, the Company had challenged, before the Hon'ble High Court of Calcutta, the imposition of entry tax by the State Government of West Bengal on receipt of materials from outside the state on the ground that such imposition of entry tax is ultra vires / unconstitutional. The Company has received a favourable interim order dated June 5, 2013 and the matter is presently sub judice. Accordingly, the tax liability (including interest) of ₹ 467.31 Lakhs (March 31, 2018: ₹ 467.31 Lakhs) has not been provided in the books of accounts.	467.31	467.31

Note:

- a) The amount shown above represents the best possible estimate arrived at on the basis of available information. The uncertainties are dependent on outcome of different legal processes. The timing of future cash flows will be determinable only on receipt of judgements/decisions pending with various forums/authorities. The Group does not expect any reimbursements against above.
- b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Management has assessed the applicability of the judgement and is of the view that there is no material impact of the same. Further the group is awaiting the directions from EPFO, if any, to assess any potential impact on the Group and consequently no adjustments have been made in the books of account.

	March 31, 2019	March 31, 2018
38. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006 included in Trade Payables		
Principal amount remaining unpaid to any supplier at the end of accounting year	27.41	36.12
Interest due on above	–	–
Total	27.41	36.12
Amount of interest paid by the Company to the suppliers in terms of Section 16 of the MSMED Act, 2006 alongwith amount paid to the suppliers beyond the respective due date	–	–

Notes to the Consolidated Financial Statement

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(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Amount of interest due and payable for the year of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act	–	–
Amount of interest accrued and remaining unpaid at the end of accounting year	–	–
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, for the purpose of disallowance as a deductible expenditure under Section 23 of this Act	–	–

39. Dividend

The Board of Directors at its meeting held on May 25, 2019 have recommended a payment of final dividend of ₹ 3/- per equity share of face value of ₹ 1/- each for the financial year ended March 31, 2019. The same amounts to ₹ 2,876.13 Lakhs (including dividend distribution tax of ₹ 490.39 Lakhs).

40. Employee Benefit (Defined Benefit Plan)

The Group has a Defined Benefit Gratuity Plan. Every employee who has completed at least five years or more of service is entitled to Gratuity on terms as per the provisions of The Payment of Gratuity Act, 1972. The Parent has got an approved gratuity fund which has taken an insurance policy with Life Insurance Corporation of India (LIC) to cover the gratuity liabilities. The gratuity liability for Subsidiary Companies is unfunded.

The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for the plan.

	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(a) Change in Projected Benefit Obligations				
Obligations at beginning of the year	12.37	4.59	371.71	306.43
Current Service Cost	10.89	8.35	48.03	35.61
Past Service Cost	–	–	–	–
Interest Cost	0.94	0.36	12.07	23.25
Benefits Settled	(0.26)	–	(16.27)	(12.89)
Actuarial (gain) /loss (through OCI)	(4.07)	(0.93)	(1.97)	19.32
Obligations at end of the year	19.87	12.37	413.58	371.72
	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(b) Change in Plan Assets				
Plan assets at beginning of the year, at fair value	–	–	206.80	194.71
Interest Income	–	–	15.92	15.09
Actuarial gain /(loss) (through OCI)	–	–	(15.92)	(0.97)
Contributions	–	–	4.80	10.86
Benefits Settled	–	–	(16.27)	(12.89)
Plan Assets at end of the year	–	–	195.33	206.80

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(c) Net Defined Benefit Liability / (Asset)				
Present value of defined benefit obligation at the end of the year	19.87	12.37	413.58	371.72
Fair value of plan assets at the end of the year	–	–	195.33	206.80
Net Liability/(Asset) recognised in the Balance Sheet	19.87	12.37	218.25	164.92

	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(d) Expenses recognised in Statement of Profit and Loss				
Service Cost	10.89	8.35	48.03	35.61
Interest Cost (Net)	0.94	0.35	12.07	8.16
Total Expense recognised in Statement of Profit and Loss	11.83	8.70	60.10	43.77

	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(e) Re-measurement gains / (losses) in OCI				
Actuarial (gain) / loss due to financial assumption changes	1.82	3.37	63.46	(53.89)
Actuarial (gain) / loss due to experience adjustments	(5.89)	(4.30)	(81.35)	73.21
Return on plan assets (greater)/less than discount rate	–	–	15.92	(0.97)
Total expenses routed through OCI	(4.07)	(0.93)	(1.97)	20.29

	Non-Funded		Funded	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
40(f) The major categories of plan assets of the fair value of the total plan assets are as follows:				
Actuarial (gain) / loss due to experience adjustments				
Investments with insurer	N.A.	N.A.	100%	100%

	March 31, 2019	March 31, 2018
	40(g) The principal assumptions used in determining gratuity benefit obligations for the Group are shown below:	
Discount Rate	7.70%	7.75%
Salary Escalation Rate	4%-6%	4%-6%
Mortality Rate	IALM (2006-08) table	IALM (2006-08) table
Withdrawal Rate	1% to 8%	1% to 8%

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

40(h) A quantitative Sensitivity Analysis for significant assumption as at March 31, 2019 is as shown below:

Funded

	Sensitivity	March 31, 2019		March 31, 2018	
		Increase	Decrease	Increase	Decrease
Effects on Defined Benefit Obligation due to change in					
Discount Rate	1%	378.28	454.54	346.35	400.84
Further salary increase	1%	447.76	383.19	395.79	350.63

Non-Funded

	Sensitivity	March 31, 2019		March 31, 2018	
		Increase	Decrease	Increase	Decrease
Effects on Defined Benefit Obligation due to change in					
Discount Rate	1%	17.46	22.77	10.84	14.21
Further salary increase	1%	22.90	17.32	14.29	10.75

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

40(i) The average duration of the defined benefit plan obligation at the end of the reporting period is 5.83 years (March 31, 2018: 6.54 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows :

Particulars	Non-funded Amount - Rs	Funded Amount - Rs
Expected benefits payment for the year ending on		
March 31, 2020	0.03	34.85
March 31, 2021	0.04	36.98
March 31, 2022	0.05	30.93
March 31, 2023	0.07	24.42
March 31, 2024	0.10	35.06
March 31, 2025 to March 31, 2029	3.85	196.27
	March 31, 2019	March 31, 2018
40(j) Defined Contribution Plan		
Contribution to Provident/Pension Funds (Refer Note No. 31)	144.73	95.92

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

41 Related Party Disclosure

Names of related parties and related party relationship

Related parties with whom transactions have taken place during the year

Key Management Personnel	Mr. Prahlad Rai Agarwala	Chairman
	Mr. Ghanshyam Prasad Agarwala	Vice-chairman
	Mr. Kunj Bihari Agarwal	Managing Director
	Mr. Ramesh Agarwal	Whole-time Director-cum-Chief Financial Officer
	Mr. Mukesh Agarwal	Whole-time Director
	Mr. Niraj Kabra	Executive Director
	Mr. Dinesh Kumar Lodha	Chief Executive Officer (w.e.f. February 25, 2019)
	Mr. Ashok Bhandari	Independent Director (w.e.f. August 10, 2018)
	Mr. Kundan Kumar Jha	Company Secretary
	Mr. Satya Brata Ganguly	Independent Director (Upto July 3,2018)
	Mr. Dipak Kumar Banerjee	Independent Director
	Mr. Dharam Chand Jain	Independent Director
	Mr. Vinod Kumar Kothari	Independent Director
	Mr. Sushil Patwari	Independent Director
Mrs. Alka Devi Bangur	Independent Director	

Relatives of Key Management Personnel	Mr. Suresh Agarwal	Son of Mr. Prahlad Rai Agarwala
	Mr. Manish Agarwal	Son of Mr. Ghanshyam Prasad Agarwala
	Mr. Ravi Agarwal	Son of Mr. Kunj Bihari Agarwal
	Mr. Vikash Agarwal	Son of Mr. Kunj Bihari Agarwal
	Mr. Rajnish Agarwal	Son of Mr. Ghanshyam Prasad Agarwala
	Mr. Siddhant Agarwal	Grand-Son of Mr. Prahlad Rai Agarwala
	Mrs. Rekha Patodia	Daughter of Mr. Prahlad Rai Agarwala
	Mrs. Shanti Devi Agarwal	Wife of Mr. Prahlad Rai Agarwala
	Mrs. Pushpa Devi Agarwal	Wife of Mr. Ghanshyam Prasad Agarwala
	Mrs. Lalita Devi Agarwal	Wife of Mr. Kunj Bihari Agarwal
	Mrs. Seema Agarwal	Wife of Mr. Ramesh Agarwal
	Mrs. Seema Agarwal	Wife of Mr. Mukesh Agarwal
	Mrs. Shalini Agarwal	Wife of Mr. Vikash Agarwal
	Mrs. Sudha Agarwal	Wife of Mr. Suresh Agarwal
Mrs. Sarita Patwari	Daughter of Mr. Ghanshyam Prasad Agarwala	

Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Salasar Projects and Estates Pvt. Ltd.
	Sidhant Flats & Apartments Pvt Ltd.
	Salasar Infrastructure Ltd.
	Sobhasaria Properties Pvt Ltd
	Lambodar Hosiery Pvt Ltd.
	Rupa Spinners Ltd.
	Salasar Developers & Garments Pvt Ltd.
	Bajrangbali Projects Ltd.
	Bajrangbali Hosiery Pvt Ltd

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

	Sidhant Textiles Pvt Ltd.
	Ganesh Enclave Ltd.
	Ravi Global Pvt Ltd.
	Kadambari Impex & Agency Pvt Ltd.
	Prahlad Rai Suresh Kumar - HUF
	Suresh Kumar Agarwal - HUF
	Mukesh Kumar Agarwal - HUF
	Ghanshyam Prasad Manish Kumar - HUF
	K B & Sons - HUF
	Ravi Agarwal - HUF
	Binod Hosiery
	Rajnish Enterprises Ltd.
	Purvanchal Leasing Ltd.
	Sidhant Credit Capital Ltd.
	Rupa Dyeing & Printing Pvt Ltd
	Rupa Foundation
	Tushar Knitting LLP
Private companies in which directors or relatives are director or members	Tushar Knitting Pvt. Ltd. (Converted to Tushar Knitting LLP)
	Salasar Processors Pvt. Ltd.
	Bajrangbali Textiles Pvt. Ltd.
	Metro Towers Office Owners Association

Related Party Transactions

Particulars	Party	Nature of relationship	2018-19	2017-18
Rent	Mr. Prahlad Rai Agarwala	Key Management Personnel	3.38	2.82
	Mr. Ghanshyam Prasad Agarwala		1.37	1.14
	Mr. Kunj Bihari Agarwal		0.58	0.48
	Mr. Mukesh Agarwal		1.30	1.08
	Mrs. Pushpa Devi Agarwal	Relatives of Key Management Personnel	0.22	0.18
	Salasar Infrastructure Ltd.	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	1.30	1.08
	Rupa Spinners Ltd.		1.30	1.08
	Salasar Developers & Garments Pvt Ltd.		1.30	1.08
	Bajrangbali Projects Ltd.		1.30	1.08
	Sidhant Textiles Pvt Ltd.		1.37	1.14
	Bajrangbali Hosiery Pvt Ltd		1.74	0.73
	Ganesh Enclave Ltd.		1.30	1.08
	Ravi Global Pvt Ltd.		1.37	1.14
	Kadambari Impex & Agency Pvt Ltd.		1.37	1.14
	Sobhasaria Properties Pvt Ltd		30.53	11.04
Others	1.15		0.96	

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Party	Nature of relationship	2018-19	2017-18
Salary & Perquisites	Mr. Prahlad Rai Agarwala [#]	Key Management Personnel	196.00	190.00
	Mr. Ghanshyam Prasad Agarwala		90.00	84.00
	Mr. Kunj Bihari Agarwal		90.00	84.00
	Mr. Ramesh Agarwal		87.00	79.50
	Mr. Mukesh Agarwal		87.00	79.50
	Mr. Arihant Kumar Baid		–	17.18
	Mr. Dinesh Kumar Lodha		21.34	–
	Mr. Niraj Kabra		16.45	2.19
	Mr. Kundan Kumar Jha		20.14	20.73
	Mr. Manish Agarwal		Relatives of Key Management Personnel	60.00
	Mr. Ravi Agarwal	60.00		54.00
	Mr. Vikash Agarwal	60.00		54.00
	Mr. Rajnish Agarwal	60.00		54.00
	Mr. Suresh Agarwal	36.00		30.00
	Mr. Siddhant Agarwal	36.00		30.00
		Mrs. Rekha Patodia		15.70
Sitting Fees & Commission	Mr. Satya Brata Ganguly	Independent Director	6.40	6.50
	Mr. Dipak Kumar Banerjee		17.50	5.35
	Mr. Dharam Chand Jain		10.50	3.60
	Mr. Vinod Kumar Kothari		14.45	6.10
	Mr. Sushil Patwari		13.30	5.85
	Mr. Ashok Bhandari		9.60	–
	Mrs. Alka Devi Bangur		9.60	4.50
Rental Income	Bajarangbali Textiles Pvt. Ltd.	Enterprises owned or significantly influenced by	6.00	–
	Tushar Knitting LLP		4.20	–
Purchase	Rupa Dyeing & Printing Pvt Ltd	Key Management Personnel or their relatives	1.00	–
Sub-contracting Expenses	Rupa Dyeing & Printing Pvt Ltd		735.89	704.98
	Tushar Knitting LLP		48.72	–
	Tushar Knitting Pvt. Ltd.		–	29.47
	Salasar Processors Pvt. Ltd.		630.97	615.42
	Lambodar Hosiery Pvt Ltd.		130.05	–
	Bajarangbali Textiles Pvt. Ltd.		39.51	38.40
CSR Expenditure	Rupa Foundation		83.00	69.46
Miscellaneous Expenses	Metro Towers Office Owners Association	Private companies in which directors or relatives are director or members.	47.96	51.94

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Party	Nature of relationship	2018-19	2017-18
Dividend Paid	Mr. Prahlad Rai Agarwala	Key Management Personnel	86.74	82.05
	Mr. Ghanshyam Prasad Agarwala		39.58	35.02
	Mr. Kunj Bihari Agarwal		38.39	33.92
	Mr. Mukesh Agarwal		21.89	20.06
	Mr. Ramesh Agarwal		31.78	29.13
	Others		-	-
	Mr. Vikash Agarwal	Relatives of Key Management Personnel	52.66	48.27
	Mr. Ravi Agarwal		52.28	47.92
	Mr. Rajnish Agarwal		37.30	34.19
	Mr. Manish Agarwal		36.98	33.90
	Mr. Suresh Agarwal		32.00	29.33
	Others	76.96	70.55	
	Rajnish Enterprises Ltd.	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	474.70	435.33
	Purvanchal Leasing Ltd.		174.23	159.71
	Binod Hosiery		502.91	461.00
	Sidhant Credit Capital Ltd.		50.76	51.60
Others	39.31	36.03		

#includes Commission of ₹ 100 lakhs (March 31, 2018: ₹ 100 lakhs)

As the liability for Gratuity and Leave Encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to Key Management Personnel and relatives of Key Management Personnel are not included above.

Balance at end of the year

Particulars	Party	Nature of relationship	2018-2019	2017-2018
Trade Payables and Other Liabilities (Payable to Employees)	Mr. Prahlad Rai Agarwala	Key Management Personnel	103.73	85.69
	Mr. Ghanshyam Prasad Agarwala		27.35	13.51
	Mr. Kunj Bihari Agarwal		14.67	3.40
	Mr. Ramesh Agarwal		34.84	1.05
	Mr. Mukesh Agarwal		77.25	33.32
	Mr. Dinesh Kumar Lodha		17.10	-
	Mr. Niraj Kabra		1.22	1.46
	Mr. Kundan Kumar Jha		0.37	1.49
	Mr. Manish Agarwal	Relatives of Key Management Personnel	18.90	3.00
	Mr. Rajnish Agarwal		28.19	0.78
	Mr. Ravi Agarwal		24.33	1.52
	Mr. Vikash Agarwal		20.75	1.77
	Mr. Suresh Agarwal		14.31	1.53
	Mr. Siddhant Agarwal		30.13	4.65
	Mrs. Rekha Patodia		2.03	0.41
	Mrs. Pushpa Devi Agarwal		0.22	0.18

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as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Party	Nature of relationship	2018-2019	2017-2018
Trade Payables	Mr Dipak Kumar Banerjee	Independent Director	5.00	–
	Mr Dharam Chand Jain		3.00	–
	Mr Vinod Kumar Kothari		5.00	–
	Mr Sushil Patwari		5.00	–
	Mr Ashok Bhandari		5.00	–
	Mrs Alka Devi Bangur		3.00	–
	Rupa Dyeing & Printing Pvt. Ltd.		Enterprises owned or significantly influenced by Key Management Personnel or their relatives	67.24
	Lambodar Hosiery Pvt. Ltd.	14.51		–
	Sobhasaria Properties Pvt. Ltd.	–		1.48
	Others	–		0.12
	Salasar Processors Pvt. Ltd.	Private companies in which directors or relatives are director or members	23.88	37.74
	Bajrangbali Textiles Pvt. Ltd.		37.12	22.76
	Tushar Knitting Pvt. Ltd.		–	33.99
	Tushar Knitting LLP		23.02	5.69
	Metro Towers Office Owners Association		1.99	2.10
Advance against supply of goods & services	Sobhasaria Properties Pvt. Ltd.	Private companies in which directors or relatives are director or members	2.83	–
	Tushar Knitting Pvt. Ltd.		–	5.31
Financial Assets - Security Deposit	Salasar Projects and Estates Pvt. Ltd.	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	26.00	26.00
	Sidhant Flats & Apartments Pvt. Ltd.		26.40	26.40
	Bajrangbali Projects Ltd.		3.00	3.00
	Ganesh Enclave Ltd.		3.00	3.00
	Rupa Spinners Ltd.		3.00	3.00
	Salasar Infrastructure Ltd.		3.00	3.00
	Salasar Developers & Garments Pvt. Ltd.		3.00	3.00

Note:

The remuneration to the Key Management Personnel and relatives of the Key Management Personnel does not include provision made for Gratuity as it is determined on an actuarial basis for the Company as a whole.

	March 31, 2019	March 31, 2018
42. Earning per share		
Profit as per Statement of Profit & Loss attributable to Equity Shareholders (a)	7,417.78	8,622.99
Weighted average number of Equity Shares (in number) (b)	795.25	795.25
Basic & Diluted Earnings Per Share (a/b) (Nominal Value - ₹ 1/- per share)	9.33	10.84

43. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker (CODM). The Chief Executive Officer of the Company being the CODM, assesses the financial performance and position of the Company and makes strategic decisions. The CODM primarily uses Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) as performance measure to assess the performance of the operating segments. However, the CODM also receives information about the segment's revenues, segment assets and segment liabilities on regular basis.

Notes to the Consolidated Financial Statement

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(₹ in Lakhs)

A. Description of Segment

The Company is principally engaged in a single business segment viz., Hosiery Products.

B. Geographical Information

Particulars	March 31, 2019	March 31, 2018
i) Segment Revenue from external Customer		
Within India	1,10,070.34	1,07,663.49
Outside India- Export Sales	2,751.72	1,838.74
Total	1,12,822.06	1,09,502.23

Particulars	March 31, 2019	March 31, 2018
ii) Carrying value of Non-Current Assets (other than financial instruments)		
Within India*	19,390.50	18,421.60
Outside India		
Total	19,390.50	18,421.60

*Non-Current Assets for this purpose consists of Property, Plant and Equipment, Capital Work-in-Progress, Intangible Assets and Other Non-Current Assets.

44. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities".

	March 31, 2019	March 31, 2018
Amount of CSR expenditure to be incurred during the year	254.96	223.53
CSR Expenditure incurred during the year	257.36	225.36
Related party transaction as per IND AS 24 in relation to CSR expenditure	83.00	69.46

45. Leases - Operating Lease Commitments - Company as Lessee

(a) Certain office premises, godowns, etc. are held on operating lease. The leases range upto 3 years and are renewable for further year either mutually or at the option of the Company. The leases are cancellable.

	March 31, 2019	March 31, 2018
Lease Payments made during the year	334.23	384.87

(b) Operating Lease Commitments - Company as Lessee

The Subsidiary has entered into operating leases on buildings for office, factory and other premises with lease term between 24 and 36 months and which are renewable on a periodic basis at the option of the Company or lessor. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss.

Future minimum rentals payable under non-cancellable operating leases are as follows:

As at March 31,2019, the future minimum lease rent payments to be made is presented in the table as under:

	March 31, 2019	March 31, 2018
Payable within one year	236.03	137.30
Payable later than one year but not later than 5 yrs	103.06	47.78
Payable later than 5 years	—	—

46. Capital Management

The Group's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term. Net debt (total borrowings less cash & cash equivalents) to equity ratio is used to monitor capital.

	March 31, 2019	March 31, 2018
Debt Equity Ratio	0.37:1	0.22:1

47. Disclosure on Financial Instrument

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 4.12 to the financial statements.

(a) Fair Value of Financial Asset & Liabilities

The Company has measured its Financial Asset and Financial Liabilities at Amortised Cost, except as stated below:

	March 31, 2019	March 31, 2018
Investment in Mutual Funds (Quoted Price in Active Markets) Level -1	–	10.57

There are no transfer between levels during the year.

The carrying value of trade receivables, trade payables, cash and cash equivalents, loans, borrowings and other current financial assets and liabilities approximate their fair values largely due to the short-term maturities.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of the investments in mutual funds are derived from quoted market prices in active markets.

(c) Financial Risk Management

The Group has a Risk Management Policy which covers risk associated with the financial assets and liabilities. The different types of risk impacting the fair value of financial instruments are as below:

(a) Credit Risk

The Credit Risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit worthiness of customers on continuous basis to whom the credit has been granted, obtaining necessary approvals for credit and taking security deposits from trade channels.

(i) Trade Receivables

Customer credit risk is managed by the Group subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in Note No. 12

(b) Liquidity Risk

The Group determines its liquidity requirement in the short term and long term. The Group manage its liquidity risk in a manner so as to meet its financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

(i) Maturity Analysis for Financial Liabilities

The following are the remaining contractual maturities of financial liabilities as at March 31, 2019

	On Demand	Upto 1 Yr	1Yr - 3Yr	More than 3 Yr
Non-Derivative				
Trade payables	–	14,259.42	–	–
Borrowings	8,282.09	11,950.05	750.14	62.51
Other Financial Liabilities	–	–	–	–
Interest Accrued but not due on borrowings	–	11.93	–	–
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	12.58	–	–	–
Security Deposits from customers	3,854.54	–	346.83	–
Capital Creditors	–	91.90	–	–
Dealers Incentive payable	–	3,666.73	–	–
Payable to employees	–	754.20	–	–
Others	–	304.97	–	–
Total	12,149.21	31,039.20	1,096.97	62.51

The following are the remaining contractual maturities of financial liabilities as at March 31, 2018

	On Demand	Upto 1 Yr	1Yr - 3Yr	More than 3 Yr
Non-derivative				
Trade payables	–	16,508.82	–	–
Borrowings	4,978.84	6,577.64	–	–
Other financial liabilities	–	–	–	–
Interest Accrued but not due on borrowings	–	5.45	–	–
Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	13.64	–	–	–
Security Deposits from customers	3,459.56	–	506.44	–
Capital Creditors	–	39.32	–	–
Dealers Incentive payable	–	3,623.99	–	–
Payable to employees	–	416.38	–	–
Others	–	337.05	–	–
Total	8,452.04	27,508.65	506.44	–

(c) Market Risk

Market Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

(i) **Interest Rate Risk:** Interest Rate Risk is the risk that the fair value or future cash flows of the Group financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

The Company is also exposed to interest rate risk on surplus funds parked in fixed deposits. To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

a) Exposure to interest rate risk

	March 31, 2019	March 31, 2018
Fixed Rate Instruments		
Financial Assets	167.41	501.07
Financial Liabilities	800.00	600.00
Variable Rate Instruments		
Financial Assets	–	–
Financial Liabilities	20,244.79	10,956.48

(b) **Interest rate Sensitivity:** A change in 50 basis points in the interest rate would have following impact on profit before tax and other equity.

	Sensitivity Analysis	March 31, 2019 Impact on		March 31, 2018 Impact on	
		Profit before Tax	Other Equity	Profit before Tax	Other Equity
Interest rate increase by	0.50%	(101.22)	(65.85)	(54.78)	(35.64)
Interest rate decrease by	0.50%	101.22	65.85	54.78	35.64

(c) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group does not have significant foreign currency exposure and hence, is not exposed to any significant foreign currency risk.

(i) Unhedged Foreign Currency Exposure

The Group's exposure to foreign currency in USD at the end of the reporting period expressed in INR (₹ in Lakhs) is as follows:

	March 31, 2019	March 31, 2018
Financial Assets		
Trade Receivables	672.70	597.32
EEFC Bank Account	240.41	11.51

48. Movement of Deferred Revenue (Refer Note no. 21)

	March 31, 2019	March 31, 2018
Opening Balance (including Current portion)	118.09	45.04
Government Grant received during the year	–	121.39
Less:	–	–
Deferred Revenue on Government Grant recognised in Profit and Loss Statement	17.48	48.34
Current portion of Deferred Revenue Grant carried forward as at year end	17.48	17.48
Non-Current portion of Deferred Revenue Grant carried forward as at year end	83.13	100.61

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

49. The net worth of one of the wholly owned subsidiary company, M/s Oban Fashions Pvt.Ltd. as at the balance sheet date is negative. As per the requirements of IND AS - 36 "Impairment of Assets", the Group has assessed the carrying value of the subsidiary vis-a-vis the recoverable value and envisaged that no impairment is required as at the balance sheet date.
50. Additional information in respect of net assets and profit / loss of each entity within the Group and their respective share

Particulars	As at March 31, 2019		FY 2018-2019		FY 2018-2019		FY 2018-2019	
	Net Assets, i.e., total assets minus total liabilities		Share in profit		Share in profit		Share in profit	
	As% of Consolidated net assets	Amount	As% of Consolidated Profit & Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated net assets	Amount
Parent								
- Rupa & Company Ltd	103.10%	56,153.57	125.88%	9,337.38	29.81%	1.28	125.82%	9,338.66
Subsidiaries (Indian)								
- Imoogi Fashions Pvt Ltd	0.49%	265.44	0.48%	35.45	8.09%	0.35	0.48%	35.80
- Euro Fashion Inners International Pvt Ltd	0.80%	436.67	0.11%	8.35	0.00%	-	0.11%	8.35
- Oban Fashions Pvt Ltd	-4.39%	(2,388.42)	-26.47%	(1,963.40)	62.10%	2.66	-26.42%	(1,960.74)
Total	100.00%	54,467.26	100.00%	7,417.78	100.00%	4.29	100.00%	7,422.07

Notes to the Consolidated Financial Statement

as at and for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	As at March 31, 2018		FY 2017-2018		FY 2017-2018		FY 2017-2018	
	Net Assets, i.e., total assets minus total liabilities		Share in profit		Share in profit		Share in profit	
	As% of Consolidated net assets	Amount	As% of Consolidated Profit & Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated net assets	Amount
Parent								
- Rupa & Company Ltd	99.54%	49,691.05	109.72%	9,461.43	105.48%	(13.20)	109.73%	9,448.23
Subsidiaries (Indian)								
- Imoogi Fashions Pvt Ltd	0.46%	229.64	0.41%	34.99	-1.59%	0.20	0.41%	35.18
- Euro Fashion Inners International Pvt Ltd	0.86%	428.31	0.24%	20.48	0.00%	-	0.24%	20.48
- Oban Fashions Pvt Ltd	-0.86%	(427.68)	-10.37%	(893.91)	-3.89%	0.49	-10.38%	(893.42)
Total	100.00%	49,921.32	100.00%	8,622.99	100.00%	(12.52)	100.00%	8,610.47

The amount stated above in respect of Subsidiaries are as per the Standalone Financial Statements of each of individual entities, before making any adjustments for intra-group transactions and/or balances.

51. Previous year figures have been reclassified/regrouped wherever considered necessary.

As per our report of even date

For **Singhi & Co.**
Chartered Accountants
Firm's Registration No. 302049E
Sd/-
Aditya Singhi
Partner
Membership No. 305161
Place: Kolkata
Date: May 25, 2019

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452
Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

For and on behalf of the Board of Directors

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805
Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857
Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

FORM AOC - 1

[Pursuant to first proviso to sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the Financial Statements of
Subsidiaries/ Associate Companies/ Joint Ventures

Part "A": Subsidiaries**(₹ in Lakhs)**

	1	2	3
Name of the Subsidiary Company	Euro Fashion Inners International Private Limited	Imoogi Fashions Private Limited	Oban Fashions Private Limited
The date since when the subsidiary was acquired	April 26, 2005	September 15, 2010	December 29, 2015
Financial Year ending on	March 31, 2019	March 31, 2019	March 31, 2019
Reporting Currency	Indian Rupee	Indian Rupee	Indian Rupee
Exchange Rate on the last day of the Financial Year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
Share Capital	410.00	1.00	991.00
Reserves and Surplus	26.67	264.44	(3,379.42)
Total Assets	477.09	563.33	8,010.66
Total Liabilities	40.42	297.89	10,399.08
Investments	-	-	-
Turnover	10.44	388.97	3,963.87
Profit/ (Loss) before Tax	10.35	49.00	(2,652.06)
Provision for Tax	(1.99)	13.55	(688.65)
Profit/ (Loss) after Tax	8.35	35.45	(1,963.40)
Proposed dividend	-	-	-
% of shareholding	100	100	100

Notes:

- Names of the subsidiaries which are yet to commence operations: Not Applicable
- Names of the subsidiaries which have been liquidated or sold during the year: Not Applicable

Part "B": Associates and Joint Ventures

The Company does not have an associate or a joint venture, therefore, the requirement under this part is not applicable to the Company.

For and on behalf of the Board of Directors

Sd/-
Prahlad Rai Agarwala
Chairman
DIN: 00847452

Sd/-
Ramesh Agarwal
Whole-time Director-cum-
Chief Financial Officer
DIN: 00230702

Sd/-
Ghanshyam Prasad Agarwala
Vice-Chairman
DIN: 00224805

Sd/-
Dinesh Kumar Lodha
Chief Executive Officer

Sd/-
Kunj Bihari Agarwal
Managing Director
DIN: 00224857

Sd/-
Kundan Kumar Jha
Company Secretary
Membership No. ACS17612

Place: Kolkata
Date: May 25, 2019

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