

 **RUBY**  
SINCE 1917

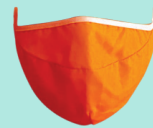
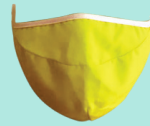
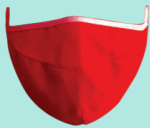
# ANNUAL REPORT 2019 - 20

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## THE RUBY MILLS LIMITED

### Board of Directors

Shri Hiren Manharlal Shah  
Shri Bharat Manharlal Shah  
Shri Viraj Manharlal Shah  
Shri Purav Hiren Shah

### Independent Directors

Shri Shardul J. Thacker  
Shri Yogen S. Lathia  
Shri Mehernosh R. Currawalla  
Shri Pradip N. Kapasi  
Shri Deepak R. Shah (upto 29<sup>th</sup> September, 2020)  
Smt Jasvanti A. Patel (w.e.f 4<sup>th</sup> March, 2020)  
Shri. Rahul R. Divan (w.e.f 30<sup>th</sup> September, 2020)

### Non-Executive Non - Independent Director

Smt. Aruna Manharlal Shah

### Chief Financial Officer

Shri S. Jayaraman

### Company Secretary & Compliance Officer

Mr. Pranav Rajesh Maru

### Solicitors

Federal & Company  
Rashmikant & Partners

### Statutory Auditors

M/s. C N K & Associates LLP, Chartered Accountants, Mumbai

### Bankers to the Company

|                     |                       |
|---------------------|-----------------------|
| State Bank of India | Indusind Bank Limited |
| Bank of India       | IDBI Bank Limited     |
| Bank of Baroda      |                       |

### Registered Office

Ruby House, J. K. Sawant Marg, Dadar West, Mumbai – 400 028,  
Email: [info@rubymills.com](mailto:info@rubymills.com); Phone: +91-22-24387800; Website: [www.rubymills.com](http://www.rubymills.com)

### Plant Locations

|                 |                   |
|-----------------|-------------------|
| Dhamni Complex  | Kharsundi Complex |
| Village Dhamni  | Village Kharsundi |
| Taluka Khalapur | Taluka Khalapur   |
| Dist. Raigad    | Dist. Raigad      |

### Registrar and Share Transfer Agent

Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp.Vasant Oasis Makwana Road, Marol Andheri (E), Mumbai – 400 059  
Tel.: 022-62638200, Fax: 022-62638299

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**SUMMARISED FINANCIAL DATA**
**Amount (In ₹ Lakhs)**

| Sr. No | Particular  | 2014-15<br>(IGAAP) | 2015-16<br>(IGAAP) | 2016-17<br>(Ind AS) | 2017-18<br>(Ind AS) | 2018-19<br>(Ind AS) | 2019-20<br>(Ind AS) |
|--------|---|--------------------|--------------------|---------------------|---------------------|---------------------|---------------------|
| 1      | Total Revenue   | 23,948             | 22,907             | 21,830              | 20,798              | 20,090              | 19,301              |
| 2      | Profit Before Depreciation and interest                                 | 9,963              | 8,265              | 7,366               | 6,297               | 4,817               | 5,498               |
| 3      | Finance Cost  | 1,490              | 1,305              | 1,249               | 1,051               | 929                 | 509                 |
| 4      | Depreciation and amortization Expense                                   | 1,878              | 1,956              | 1,499               | 1,547               | 1,363               | 1,201               |
| 5      | Profit Before Tax   | 6,595              | 5,004              | 4,618               | 3,699               | 2,525               | 3787                |
| 6      | Provision for Tax including Current tax and Adjustment of earlier Years | 1,305              | 1,078              | 1,400               | 1,237               | 911                 | 1,083               |
| 7      | Provision for Deferred tax  | (104)              | (51)               | (523)               | (1,054)             | (166)               | (66)                |
| 8      | Profit After Tax and Before Prior Period and Exceptional Items          | 5,394              | 4,078              | 3,741               | 3,516               | 1,708               | 2,770               |
| 9      | Prior Period and Exceptional Items                                      | -                  | -                  | -                   | -                   | -                   | -                   |
| 10     | Profit After Tax, Prior Period and Exceptional Items                    | 5,394              | 4,078              | 3,741               | 3,516               | 1,708               | 2,770               |
| 11     | Other Comprehensive Income  | -                  | -                  | 6                   | 34                  | (15)                | (7)                 |
| 12     | Total Comprehensive Income for the period                               | 5,394              | 4,078              | 3,741               | 3,551               | 1,765               | 2,763               |
|        | Add: Surplus Brought Forward  | 9,865              | 5,007              | 4,325               | 8,071               | 11,270              | 12,683              |
|        | Balance available for Appropriation                                     | 15,259             | 9,085              | 8,072               | 11,622              | 13,035              | 15,446              |

**THE RUBY MILLS LIMITED**

(CIN: L17120MH1917PLC000447)

**Registered Office:**

Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28

Email : - [info@rubymills.com](mailto:info@rubymills.com), Website : - [www.rubymills.com](http://www.rubymills.com)

Phone : 022-24387800/30997800, Fax: +91-22-24378125.

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**NOTICE**

Notice is hereby given that the **HUNDRED AND FORTH** Annual General Meeting (AGM) of the Members of The Ruby Mills Limited will be held on Thursday, 17<sup>th</sup> day of December, 2020 at 4:30 P.M. via Video Conferencing mode, conducted and moderated from the Registered office of the Company at Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-400028 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of dividend declared and distributed by the Board of Directors for the Financial Year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Shri. Purav H. Shah (DIN - 00123460) who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

**SPECIAL BUSINESS****4. Ratification of Cost Auditor Remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of ₹ 1,25,000/- (Rupees One Lac and Twenty Five Thousand Only) plus taxes, if any, as applicable and re-imbusement of out of pocket expenses, payable to Shri. Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number-102183), who has been appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company’s Textile manufacturing units at Dhamni and Kharsundi Plant unit for the financial year 2020-21.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

**5. Re-appointment of Shri. Yogen S. Lathia (DIN: 00299334) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 for a second term of five consecutive years.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri. Yogen S. Lathia (DIN:00299334), who was appointed as an Independent Director of the Company for a term of five years up to 28<sup>th</sup> December, 2020, by the members at the 100<sup>th</sup> Annual General Meeting, and who qualifies for re-appointment as an Independent Director in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of

the Company for a second term of five consecutive years commencing from 29<sup>th</sup> December, 2020 up to 28<sup>th</sup> December, 2025, and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

**6. Appointment of Smt. Jasvanti Patel (DIN: 08717159), as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Smt. Jasvanti Patel (DIN: 08717159), who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 4<sup>th</sup> March, 2020 and who has submitted a Declaration of Independence as provided in Section 149(6) of the Act and provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for Five (5) consecutive years and whose office shall not be liable to retire by rotation.”

**7. Appointment of Shri. Deepak Shah (DIN: 06954206) as the Non-Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri. Deepak Shah (DIN: 06954206) who was appointed as an Additional Non-Executive Non-Independent Director on the Board of the Company with effect from 30<sup>th</sup> September, 2020 till ensuing Annual General Meeting be and is hereby appointed as a Non-Executive Non-Independent Director of the Company for a period of three years, on such terms and conditions, as maybe decided by the Board, and whose office shall be liable to retire by rotation.”

**8. Appointment of Shri. Rahul Gautam Divan (DIN: 00001178) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as “the act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Shri. Rahul Gautam Divan (DIN: 00001178) who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 30<sup>th</sup> September 2020 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, for Five (5) consecutive years and whose office shall not be liable to retire by rotation.”

**9. Revision in remuneration of Shri. Purav Hiren Shah, DIN: (00123460), Chief Executive Officer and Whole-Time Director of the Company:**

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

**“RESOLVED THAT** pursuant to Sections 2(54), 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being) consent of the Members be and is hereby accorded for fixing the remuneration of ₹ 7,00,000/- per month payable to Shri. Purav Hiren Shah, Chief Executive Officer and Whole-Time Director of the Company w.e.f. 1<sup>st</sup> April, 2021 upto 12<sup>th</sup> December, 2022, inclusive of the perquisites as set out in the Explanatory Statement annexed to the notice convening the AGM”

**“RESOLVED FURTHER THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and as approved by Central Government or such other competent authority, if required, the remuneration as set out above be paid as minimum remuneration to Shri. Purav Hiren Shah notwithstanding that in any financial year of the Company during his tenure as Wholetime Director, the Company has made no profits or profits are inadequate.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V to the Companies Act 2013 or any Statutory amendment or re-enactment thereof in force.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

**By order of the Board  
For The Ruby Mills limited**

**Hiren M. Shah  
Executive Chairman  
DIN 00071077**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the **Item No. 4 to Item No. 9** of the Notice is appended hereto.
2. Relevant documents referred to in this Notice shall be made available for inspection in accordance with the applicable statutory requirements based on requests received by the Company at [info@rubymills.com](mailto:info@rubymills.com).
3. In view of the continuing COVID-19 pandemic and restrictions on movement of individuals at several places in the country, the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), have permitted companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020 without the physical presence of the Members at a common venue. In accordance with the above stated circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to conduct its 104<sup>th</sup> AGM through VC/ OAVM. The Company has availed the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM for enabling participation of Members, remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained below.
4. The transcript of the AGM will be hosted on the website of the Company post the AGM.
5. The AGM shall be deemed to be held at the Registered Office of the Company at Ruby House, J. K. Samant Marg, Dadar, Mumbai- 400028, as prescribed under the above mentioned circulars.
6. As the AGM shall be conducted through VC / OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this AGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
7. Non-individual Members (i.e., Institutional / Corporate Members) intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorizing their representative(s) to participate and vote on their behalf at the AGM (through e-voting), pursuant to Section 113 of the Act, to the Company's Registrar and Share Transfer Agent at [vinod.y@bigshareonline.com](mailto:vinod.y@bigshareonline.com) with a copy marked to [info@rubymills.com](mailto:info@rubymills.com).
8. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
9. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking appointment / re-appointment, is provided in the Corporate Governance Report, forming part of the Annual Report 2019-20.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at [info@rubymills.com](mailto:info@rubymills.com).
11. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant.
12. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent- M/s. Big Share Services Private Limited having its office at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (E), Mumbai - 400059 Tel No.: 022-62638200 Fax No.: 022-62638299 E-mail: [vinod.y@bigshareonline.com](mailto:vinod.y@bigshareonline.com) Website: <https://www.bigshareonline.com>.

Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

### 13. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation, such statements including the Notice of the 104<sup>th</sup> AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2019-20 is available on the Company's website [www.rubymills.com](http://www.rubymills.com), website of the Stock exchanges i.e. BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address in the following manner

|  |  |
|--|--|
| For shares held in Physical form       | <ol style="list-style-type: none"> <li>1. Send Scanned copy of the following documents by email to <a href="mailto:info@rubymills.com">info@rubymills.com</a> <ol style="list-style-type: none"> <li>a. A signed request letter mentioning your name, folio number and complete address</li> <li>b. Self-attested scanned copy of the PAN Card, and</li> <li>c. Self-attested scanned copy of any document (such as Aadhaar card, Driving Licence, Voting card, Passport) in support of the address of the Members as registered with the Company</li> </ol> </li> </ol> |
| For shares held in Dematerialized form | The Members holding shares in electronic mode are also requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.   |

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
15. Members may note that, as mandated by SEBI, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the Company, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.
16. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The said form is available on the Company's website. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. The Register of Members and the Share Transfer Books of the Company shall remain closed from 10<sup>th</sup> December 2020 to 17<sup>th</sup> December 2020 (both days inclusive) for the purpose of Annual General Meeting.
18. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 123 of Companies Act, 2013 and Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed final dividend for the year 2011-12 on due date to the Investor Education and Protection Fund established by the Central Government. The Company will accordingly transfer unclaimed dividend amount pertaining to Dividend for the year 2012-13 to the Investors Education and Protection Fund.



*Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules*

19. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or its Registrar.
20. The members whose name is appearing in the Registers of Members / list of Beneficial Owners as on December 10, 2020 i.e. prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 09:00 A.M. on 14<sup>th</sup> December 2020 and will end at 16<sup>th</sup> December 2020 P.M. on 05:00 P.M.
21. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
22. Shri. Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
23. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rubymills.com](http://www.rubymills.com) and on the website of the Agency M/s. Big Share Services Private Limited (Registrar & Share Transfer Agents). The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
25. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
26. M/s. Big Share Services Private Limited having its office at 1st Floor, Bharat tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (E), Mumbai - 400059 are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents.

### **Important Communication to Members**

1. Electronic copy of the Notice of the 104<sup>th</sup> (Hundred and Forth) Annual General Meeting of the Company inter alia indicating the process and manner of e-voting are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. The requirement of sending physical copy is dispensed with due to COVID-19 pandemic.
2. **Voting by electronic means**
  - i. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- ii Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- vi In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rubymills.com](http://www.rubymills.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
- vii AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 14<sup>th</sup> December 2020 at 09:00 A.M. and ends on 16<sup>th</sup> December 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

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

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.



- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

#### 4. Your User ID details are given below :

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

#### 5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **“process for those shareholders whose email ids are not registered”**.
- If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password
    - Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - Now, you will have to click on “Login” button.
  - After you click on the “Login” button, Home page of e-Voting will open.

### III. Details on Step 2 are given below:

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

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

#### **General Guidelines for shareholders**

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

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

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing

so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

**By order of the Board  
For The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077.**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

**Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015**

| <b>Particulars</b>                                    | <b>Shri. Purav Hiren Shah</b>   | <b>Shri. Yogen S. Lathia</b>   | <b>Smt. Jasvanti Amar Patel</b>   | <b>Shri. Deepak Shah</b>   | <b>Shri. Rahul Gautam Divan</b>   |
|---|---|--|---|--|---|
| Date of Birth (DD/MM/YYYY)                            | 06/11/1980  | 11/04/1955   | 12/11/1964  | 04/06/1964   | 25/12/1968  |
| Date of Appointment as Director (DD/MM/YYYY)          | 13/12/2017  | 29/12/2015   | 04/03/2020  | 30/09/2020   | 30/09/2020  |
| Qualification   | MBA from Bentley College, USA   | B.sc from St. Xavier's College First Graduation in Rubber Technology from London Awarded Fellowship of Institute of Materials, London (FIM) & Indian Rubber Institute (FIRI)         | BA Hons. Linguistics & Education from University of East London   | Chartered Accountant (C.A.) from the Institute of Chartered Accountants of India                 | Fellow of the Institute of Chartered Accountants in England and Wales (FCA).<br>Fellow of the Institute of Chartered Accountants of India. (FCA).<br>Foundation Course in Accountancy, Oxford Polytechnic, Oxford, U.K.<br>B.A., Economics & Commerce, Bombay University  |
| Brief resume & Expertise in specific functional areas | Shri. Purav Shah, Chief Executive Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate. | 38 years of Experience in running Rubber Industry and completed 2 years of training in leading laboratories of Dupont, Monsanto, Ici Bayer and Rubber Industries all over the world. | Smt. Jasvanti S. Patel is a BA Hons. Linguistics & Education from University of East London, Completed (CELTA)-Certificate of English Language and Teaching to Adults | Shri. Deepak Shah Wide experience in the field of Direct and Indirect Taxation for last 30 years | Shri Rahul Divan is a qualified Chartered Accountant. He is a partner in Rahul Gautam Divan & Associates and Chandabhoy & Jassoobhoy, Ahmedabad. He has also worked with Chandabhoy & Jassoobhoy in Mumbai. Prior to that, he worked in Europe with PricewaterhouseCoopers (formerly Coopers & Lybrand) in Latvia and Lithuania for three years. He has worked primarily on commercial clients, specialising in the manufacturing and services sectors. In London, he worked for four years in the audit practice of Baker Tilly, during which time he was also seconded to the Insolvency division and the Corporate Finance division. |

|   |   |  |    |   |  |
|---|---|--|----|---|--|
| *Directorships in other Public Limited Companies                            | NA  | Rubber Skill Development Council (Resigned w.e.f. 12/07/2019)  | NA | 1. Siyaram Silk Mills Limited<br>2. Marathon Nextgen Realty Limited.  | 1. Integra Engineering India Limited   |
| *Directorships in Private Limited Companies                                 | 1. Hiren brothers Investment Company Private Limited<br>2. M C Shah And Sons Investment Company Private Limited<br>3. Manubhai And Sons Investments Company Private Limited | 1. Lathia Industrial Supplies Co Pvt Ltd<br>2. Jhaveri Flexo India Private Limited-(Resigned w.e.f. 29/07/2019)<br>3. Lathia Rubber Manufacturing Co private Limited | NA |   | 1. M + R Logistics (India) Private Limited<br>2. Synergy Cargo Management India Private Limited<br>3. Integrated Freight Services India Private Limited<br>4. Serendib Investments Pvt Ltd<br>5. Baltic Consultancy And Services Private Limited<br>6. Chadabhoy And Jassoobhoy Consultants Private Limited<br>7. Fairway Sports Private Limited |
| *Committee Positions held in other Companies:<br>C - Chairman<br>M - Member | Nil   | NA   | NA | <b>1. Siyaram Silk Mills Limited:</b><br>a) M -AC<br>b) M -CSR Committee<br><b>2. Marathon Nextgen Realty Limited</b><br>C - AC<br>M - NRC<br>M - SRC | <b>1. Integra Engineering India Ltd.</b><br>a) M -AC   |
| No. of shares held in the Company   | 3,84,508 (2.30%)  | 1,600 Equity Shares  | NA | NA  | NA   |
| Relationship between Director inter-se                                      | 1. Son of Shri Hiren Shah, Executive Chairman<br>2. Grandson of Smt Aruna Shah, Director<br>3. Relative of Managing Directors: Shri Bharat Shah, Viraj Shah                 | NA   | NA | NA  | NA   |

## EXPLANATORY STATEMENT

### (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4 to Item Nos. 7 of the accompanying Notice.

#### Item No.4

##### **Ratification of Cost Auditor Remuneration**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Shri Dakshesh H. Zaveri of M/s. D.H. Zaveri, Cost Accountants, to conduct the audit of the Cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi for the financial year ending March 31, 2021.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2020-21, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

#### Item No. 5

##### **Re-appointment of Shri. Yogen Shivlal Lathia (DIN: 00299334) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

Shri. Yogen Shivlal Lathia (DIN: 00299334) was appointed as a Director on the Board of the Company on 29<sup>th</sup> December, 2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 100<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2016 approved the appointment of Shri. Yogen Shivlal Lathia as an Independent Director of the Company for period of 5 years upto 28<sup>th</sup> December, 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Shri. Yogen Shivlal Lathia that he is not disqualified from being re-appointed as Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and his consent to continue as Independent Director.

The resolution seeks the approval of members for the re-appointment of Shri. Yogen Shivlal Lathia as an Independent Director of the Company commencing from 29<sup>th</sup> December, 2020 upto 28<sup>th</sup> December, 2025, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Shri. Yogen Shivlal Lathia fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

The Nomination & Remuneration Committee and the Board evaluated the performance of Shri. Yogen Shivalal Lathia, rated him satisfactory on all parameters and recommended his re-appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Shri. Yogen Shivalal Lathia, the Board of Directors at its meeting held on 11<sup>th</sup> November, 2020 approved the continuance of office of Shri. Yogen Shivalal Lathia as mentioned in the resolution.

The Board of Directors recommends the Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

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

##### **Appointment of Smt. Jasvanti Patel (DIN: 08717159), as the Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Article of Association of the Company, appointed Smt. Jasvanti Patel (holding DIN: 08717159), aged 56 years, as an Additional Director (Independent, Non- Executive) of the Company effective from 04<sup>th</sup> March, 2020 up to the date of ensuing Annual General Meeting.

The Company has received the following from Smt. Jasvanti Patel:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- iii. Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Nomination & Remuneration Committee and the Board evaluated the performance of Smt. Jasvanti Patel, rated her satisfactory on all parameters and recommended her appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Smt. Jasvanti Patel, the Board of Directors at its meeting held on 11<sup>th</sup> November 2020 approved the appointment of Smt. Jasvanti Patel as mentioned in the resolution.

In the opinion of the Board of Directors, Smt. Jasvanti Patel, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the Management. Thus her appointment as an independent director is justified and would immensely benefit the Company.

The Board of Directors recommends the Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

**Item No. 7****Appointment of Shri. Deepak Shah (DIN: 06954206) as the Non-Executive Director of the Company.**

Shri. Deepak R. Shah (DIN: 06954206) was appointed as a Director on the Board of the Company on 14<sup>th</sup> November, 2014. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 99<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 approved the appointment of Shri Deepak R. Shah as an Independent Director of the Company for period of 3 years up to 29<sup>th</sup> September, 2020. He completes his two terms as an Independent Director of the Company on 29<sup>th</sup> September 2020 and hence, as per the provisions of Section 149 of the Companies Act, 2013 cannot be reappointed for a third term as an Independent Director on the Board.

However, considering his contribution towards the growth of the Company, the Nomination and Remuneration Committee in its meeting held on the 30<sup>th</sup> September 2020, considered the proposal of appointment of Shri Deepak R. Shah as an Additional Non-Executive Director of the Company commencing from 30<sup>th</sup> September 2020 up till ensuing Annual General Meeting of the Company

The Board of Directors recommends the Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

**Item No. 8****Appointment of Shri. Rahul Gautam Divan (DIN: 00001178) as the Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Article of Association of the Company, appointed Shri. Rahul Gautam Divan (DIN: 00001178) aged 52 years, as an Additional Director (Independent, Non- Executive) of the Company effective from 30<sup>th</sup> September 2020 up to the date of ensuing Annual General Meeting.

The Company has received the following from Shri. Rahul Gautam Divan:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- iii. Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Nomination & Remuneration Committee and the Board evaluated the performance of Shri. Rahul Gautam Divan, rated him satisfactory on all parameters and recommended his appointment. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Shri. Rahul Gautam Divan, the Board of Directors at its meeting held on 11<sup>th</sup> November 2020 approved the appointment of Shri. Rahul Gautam Divan as mentioned in the resolution

In the opinion of the Board of Directors, Shri. Rahul Gautam Divan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the Management. He has total Work experience of 30 years. Thus his appointment as an independent director is justified and would immensely benefit the Company.



The Board of Directors recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the company, if any.

#### **Item No. 9**

#### **To approve the revision in remuneration of Shri. Purav Hiren Shah, DIN: (00123460) as a Whole-Time Director of the Company:**

The Board of Directors at their meeting held on 11<sup>th</sup> November, 2020 approved the revision in remuneration of Shri. Purav Hiren Shah, the Chief Executive Officer and Whole-Time Director of the Company, subject to approval of members of the Company in ensuing Annual General meeting, with effect from April 01, 2021 up to 12<sup>th</sup> December, 2022 on such terms and conditions as are mentioned here in under. Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of special resolution incase Company is having inadequate profits. The members are hereby informed that the Company is having inadequate profits for the financial year 2019-20 and thus the Company is seeking approval of the members for revision in remuneration of Shri. Purav Shah. All the necessary disclosures pursuant to Schedule V Part II are hereby disclosed in Annexure A.

Further, the members are informed that Shri. Purav Shah was appointed as Whole time Director on 13<sup>th</sup> December 2017 for a period of five years. Thus, his tenure will end in the year 2022. Thus, the revised remuneration will only be payable for his remaining tenure. Details of terms of appointment and remuneration are mentioned below:

Details of terms of appointment and remuneration payable to Shri Purav H. Shah are given below:

#### **a) Tenure of Remuneration:**

From 1<sup>st</sup> April, 2021 Up to 12<sup>th</sup> December, 2022

#### **b) Basic Salary inclusive of perquisites:**

₹ 7,00,000 per month.

#### **c) Benefits, Perquisites and Allowances:**

Details of benefits perquisites and allowances are as follows:

##### **i. HOUSING**

The Company shall provide free furnished accommodation. The value of benefit (if provided) will be determined as per the Income Tax Rules.

##### **ii. REIMBURSEMENT OF MEDICAL EXPENSES**

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, as per the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

##### **iii. LEAVE TRAVEL CONCESSION**

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

##### **iv. PERSONAL ACCIDENT INSURANCE**

Personal accident insurance cover for self.

##### **v. CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND**

Contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

**vi. LEAVE AND ENCASHMENT OF LEAVE**

As per the Rules of the Company.

**vii. GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND**

As per the Rules of the Company.

**viii. USE OF CAR AND TELEPHONE**

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. The Telephone expenses shall be reimbursed by the Company. Valuation of perquisites for use of Car for personal use shall be as per the provisions of the Income tax Act.

**ix. REIMBURSEMENT OF EXPENSES**

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Rules of the Company.

**d) Minimum Remuneration:**

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

The Board of Directors recommends the passing of special resolution in relation to the fixing of remuneration of Chief Executive Officer and Whole Time Director, for the approval of the members of the Company.

Shri Purav H. Shah is concerned or interested in his remuneration payable to him. Further, none of the other Directors/ key managerial personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise except Smt. Aruna Shah (Grandmother), Shri Hiren H. Shah (Father) , Shri. Bharat M. Shah (Uncle), Shri. Viraj M. Shah (Uncle), in the said Resolution.

However, in the event of inadequacy of profits, during the tenure of Shri Purav H. Shah, the referred remuneration shall be allowed in compliance with the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

**By order of the Board  
For The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN 00071077**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

## ANNEXURE A TO THE EXPLANATORY STATEMENT

Information as required under Part I of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (Item No.9)

### I. GENERAL INFORMATION

#### 1. Nature of Industry:

The Ruby Mills Ltd. is a composite Textile Mill engaged in manufacture of Cotton/Blended Yarn and Fabric. It has two plants located at Village Dhamni & Village Kharsundi, at Khopoli, Taluka Khalapur, Dist. Raigad. The Company's entire Spinning & Weaving plants are at Village Dhamni and fabric processing activity at Village Kharsundi, Khopoli.

#### 2. Date of commencement of commercial production:

The Company was incorporated on 9<sup>th</sup> January, 1917 and date of commencement of the business is 12<sup>th</sup> September, 1921.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

NA

#### 4. Financial performance based on given indicators:

| SR. No | Particulars   | For the year ended ( ₹ In Lakhs) |                              |
|--------|---|----------------------------------|------------------------------|
|        |   | 31 <sup>st</sup> March, 2020     | 31 <sup>st</sup> March, 2019 |
| 1.     | Total Revenue   | 19,301                           | 20,090                       |
| 2.     | Finance Costs   | 509                              | 929                          |
| 3.     | Depreciation and Amortization Expense                                 | 1,201                            | 1,363                        |
| 4.     | Profit before Tax   | 3,787                            | 2,525                        |
| 5.     | Provision for Tax including Current Tax adjustments of Earlier Years. | 1,083                            | 911                          |
| 6.     | Provision for Deferred Tax  | (66)                             | (166)                        |
| 7.     | Profit after Tax, Prior period and Exceptional Items                  | 2,770                            | 1,780                        |
| 8.     | Total comprehensive income for the period                             | 2,763                            | 1,765                        |

#### 5. Export Performance and net foreign exchange earnings

| Particulars   | Current Year<br>2019-2020<br>(in Lakhs) | Previous Year<br>2018-2019<br>(in Lakhs) |
|---|---|--|
| <b>Value of Direct Imports calculated on CIF Basis:</b>             |   |  |
| (i) Stores, Spares  | 1,00.55                                 | 120.55                                   |
| (ii) Raw Materials  | 532.81                                  | 30.05                                    |
| (iii) Capital Goods   | 53.43                                   | 2.45                                     |
| <b>Earnings in Foreign Exchange on account of export of goods :</b> |   |  |
| Direct Export on FOB Basis  | 69.66                                   | 419.85                                   |
| <b>Expenditure in Foreign Currency:</b>                             |   |  |
| Travelling  | 44.47                                   | 20.54                                    |
| Others  | 8.62                                    | 1.86                                     |

**Other Foreign investments or collaborations, if any: NIL**

## II. INFORMATION ABOUT THE APPOINTEE: SHRI. PURAV HIREN SHAH

### 1. Background details:

| Age      | Designation  | Qualification                 |
|----------|--|-------------------------------|
| 40 years | Chief Executive Officer and Whole-Time Director of the Company | MBA from Bentley College, USA |

### 2. Past Remuneration:

₹ 5,38,200/- per month.

### 3. Recognition or awards: Nil

### 4. Job Profile and his suitability:

Shri. Purav Shah, Chief Executive Officer of the Company is associated with the Company since 2000. He has continuously contributed to streamline and update information technology department of the Company. He has excelled his inputs in Finance, Information Technology and Real Estate.

### 5. Remuneration proposed:

₹ 7,00,000/- per month w.e.f. 1<sup>st</sup> April, 2021

### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Textile Industry is an age old industry. It is a labour oriented and not a cash rich industry. The remuneration in the industry particularly at the managerial level has always remained very low. The proposed remuneration is lower than the prevailing remuneration package being offered in the corporate world in the country.

### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

- Son of Hiren Shah, Executive Chairman
- Grandson of Smt. Aruna Shah, Director
- Relative of Managing Directors: Shri Bharat Shah, Shri. Viraj Shah

## III. OTHER INFORMATION:

### 1. Reasons of loss or inadequate profits:

Currently the overall Textile Industry is not doing well and there has been deceleration in the Industry growth. The COVID-19 wave that hit our nation in the month of March has also impacted the slowdown in our Industry.

### 2. Steps taken or proposed to be taken for improvement

The Company has taken up modernization from time to time. It has implemented the modernization approved under Textile Upgradation Fund Scheme (TUFS). The Company has installed a new generation Process House and testing equipments for improved quality of fabrics as per international standards and thereby expands the market base.

### 3. Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 10% to 15% during the current years.

However, it is extremely difficult in the volatile market scenario to predict profits in measurable terms.

**IV. DISCLOSURES:**

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
2. Details of fixed component. and performance linked incentives along with the performance criteria;
3. Service contracts, notice period, severance fees; and
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

**All the above disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance" attached to the financial statement.**

**By order of the Board  
For The Ruby Mills Limited**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 104<sup>th</sup> Annual Report of your company together with the Audited Balance Sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULTS

The financial performance of the Company for the year ended 31<sup>st</sup> March, 2020 is summarized below:

| SR. No. | Particulars   | For the year ended ( ₹ In Lakh) |                              |
|---------|---|---------------------------------|------------------------------|
|         |   | 31 <sup>st</sup> March, 2020    | 31 <sup>st</sup> March, 2019 |
| 1.      | Total Revenue   | <b>19,301</b>                   | 20,090                       |
| 2.      | Finance Costs   | <b>509</b>                      | 929                          |
| 3.      | Depreciation and Amortization Expense                                 | <b>1,201</b>                    | 1,363                        |
| 4.      | Profit before Tax   | <b>3,787</b>                    | 2,525                        |
| 5.      | Provision for Tax including Current Tax adjustments of Earlier Years. | <b>1,083</b>                    | 911                          |
| 6.      | Provision for Deferred Tax  | <b>(66)</b>                     | (166)                        |
| 7.      | Profit after Tax, Prior period and Exceptional Items                  | <b>2,770</b>                    | 1,780                        |
| 8.      | Total comprehensive income for the period                             | <b>2,763</b>                    | 1,765                        |

### 2. STATE OF COMPANY'S AFFAIR

#### i) Textiles and Real Estate Division

The revenue from the textiles activity was ₹ 15,282 Lakhs as compared to ₹ 16,279 Lakhs in the previous year. The operating profit for the year was ₹ 902 Lakhs against ₹ 719 Lakhs in the previous year.

The revenue from real estate and related activity was ₹ 3,025 Lakhs as compared to ₹ 2,996 Lakhs in the previous year. The operating profit for the year was ₹ 2,609 Lakhs as against ₹ 2,353 Lakhs in the previous year.

#### ii) Land Development at Dadar

As informed in the earlier meeting, the approval of the Municipal Commissioner to convert the building proposal in compliance of the Development Control Regulations was received in 2018. However, by the time the Company could make the requisite premium payment to the MCGM and Government, the Development Plan 2034 was sanctioned for Mumbai and became effective in September, 2018. Hence, the Company resubmitted its proposal as per Development Plan 2034, and has received the necessary approval in August, 2019. The Company shall now take up further compliance and persue further, which could not be completed due to COVID-19.

### 3. DIVIDEND

Your Directors, have after assessing the need for corporate requirement, recommended a dividend at the rate of 35% p.a. i.e of ₹ 1.75 (One Rupee Seventy Five paise) per share on 1,67,20,000 equity shares of ₹ 5/- each aggregating to ₹. 292.60 lakh. The dividend was paid on 2<sup>nd</sup> March, 2020. The aggregate outflow on account of the equity dividend for the year would be ₹ 352.17 lacs including tax on dividend.

### 4. TRANSFER TO RESERVES

No amount has been transferred to General Reserve.

## 5. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate or joint venture company.

## 6. PUBLIC DEPOSITS

The Company has not accepted deposits from the public within the meaning of Section 73 of The Companies Act, 2013 and rules framed there under.

## 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (i) Directors

#### Appointment / Reappointment

- **Shri. Purav H. Shah (DIN: 00123460)** Whole-Time Director and CEO of the Company will retire by rotation and being eligible for reappointment and not being disqualified under section 164 of the Companies Act, 2013, offers himself for re-appointment. The Board recommends his re-appointment.
- **Smt. Jasvanti Patel (DIN: 00153001)** was appointed as an Additional Independent Director of the Company for a first term of five consecutive years commencing from 4<sup>th</sup> March, 2020 upto 3<sup>rd</sup> March, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Rahul G. Divan (DIN: 00001178)** was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 30<sup>th</sup> September, 2020 upto 29<sup>th</sup> September, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Yogen S. Lathia (DIN: 00299334)** was appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 29<sup>th</sup> December, 2020 upto 28<sup>th</sup> December, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

- **Shri Deepak R. Shah (DIN: 06954206)** was appointed as a Non-executive Non-Independent Director of the Company for a term of three consecutive years commencing from 30<sup>th</sup> September, 2020 upto 29<sup>th</sup> September, 2023. In terms of Section 152 and other applicable provisions of the Act and Rules made there under.

Appropriate resolution for appointment of the aforesaid Director is being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

#### Resignation/ Cessation:

- **Shri Deepak R. Shah (DIN: 06954206)** Cease to be an Independent Director of the Company w.e.f. 29<sup>th</sup> September, 2020 in terms of Section 149 and other applicable provision of the act And Rules made their under.

### (ii) Key Managerial Personnel

#### Appointment / Reappointment

The Board on recommendation of Nomination and Remuneration Committee appointed Mr. Pranav Maru as the Company Secretary and Compliance officer of the Company with effect from 2<sup>nd</sup> March, 2020.

#### Resignation / Cessation

Ms. Naina Kanagat, erstwhile Company Secretary and Compliance Officer of the Company resigned w.e.f. 25<sup>th</sup> October, 2019.

### **(iii) Declaration by Independent Directors**

The Company has received the necessary declarations from each of Independent Directors of the Company pursuant to Section 149(7) and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Each of them meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.

### **(iv) Annual Evaluation of Board**

Pursuant to the provisions of the Companies Act, 2013 and relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board has carried out the annual performance evaluation of its own performance and other Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment.

Performance evaluation of independent directors was done by the entire board, excluding the independent director.

In a separate meeting of independent directors held on 22<sup>nd</sup> July, 2020, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors.

### **v) Number of Board Meetings**

During the year 2019-20, the Board met 5 (Five) times on the following dates 30<sup>th</sup> May, 2019, 6<sup>th</sup> August, 2019, 20<sup>th</sup> September, 2019, 11<sup>th</sup> November, 2019, and 13<sup>th</sup> February, 2020. For details of the meetings of the board, please refer to the Corporate Governance Report, which forms part of this report.

## **9. DIRECTOR'S RESPONSIBILITY STATEMENT**

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31<sup>st</sup> March, 2020 and state that:-

- i. 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. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit of the Company for the year on that date;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis; and;
- v. The Directors had laid down proper systems of internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## 10. NOMINATION AND REMUNERATION POLICY

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The policy of which has been uploaded on the Company's website at the following link-<http://www.rubymills.com/investors/policies/nomination-cum-remuneration-policy>.

## 11. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms part of this report.

## 12. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal and unethical behavior.

The Board of Directors of the Company has pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. which has been uploaded on the Company's website at the following link - <http://www.rubymills.com/investors/policies/vigil-mechanismwhistle-blower-policy>.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

During the year under review no employee was denied access to the Chairman of the Audit Committee.

## 13. RISK MANAGEMENT

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and has defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. At present there is no identifiable risk which in the opinion of the Board may threaten the existence of the Company.

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

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are furnished in "Annexure A" which forms part of this Report.

## 15. EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT-9 for the financial year ended 31<sup>st</sup> March, 2020 made under the provisions of Section 92(3) of the Act is attached as "Annexure B" which forms part of this Report.

## 16. CORPORATE SOCIAL RESPONSIBILITY

The Annual Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 on CSR activities is attached as "Annexure C" and forms a part of this Report. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which forms part of this report. The Corporate Social Responsibility policy has been uploaded on the Company's website at the following link - <http://www.rubymills.com/investors/policies/corporate-social-responsibility-philosophy>.

## **17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

## **18. AUDITORS**

### **(i) Statutory Auditors**

At the 101<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017, the Members approved appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) to hold office from the conclusion of the 101<sup>st</sup> Annual General Meeting until the conclusion of the 106<sup>th</sup> Annual General Meeting subject to ratification at every Annual General Meeting on such remuneration as may be fixed by the Board apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

On May 7, 2018, Section 40 of the Companies Amendment Act, 2017 (amending Section 139 of the Companies Act, 2013) has been notified whereby ratification of Statutory Auditor's appointment is not required at every Annual General Meeting.

### **(ii) Secretarial Auditor**

The Board has appointed M/s. Vikas R. Chomal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2019-2020. The Report of the Secretarial Audit Report is annexed herewith as **"Annexure D"**.

### **(iii) Cost Auditor and Cost Audit Report**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the accounts and records are required to be maintained by the Company, in respect of various manufacturing activities and are required to be audited. Accordingly, such accounts and records are maintained in respect of various manufacturing activities. The cost audit report for the financial year 2018-19 was filed with the Ministry of Corporate Affairs on 26<sup>th</sup> December, 2019. Shri. Dakshesh H. Zaveri, Cost Accountant has been appointed as Cost Auditor of the Company for the F.Y. 2020-2021 to carry out the Cost Audit, for auditing cost accounting Records in respect of the Textile Segment of the Company and to submit Cost Audit Report to the Board as required under Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Amendment Rules, 2014. Accordingly, a resolution seeking the members' ratification for the remuneration payable to Shri. Dakshesh H. Zaveri, Cost Auditors, in terms of the resolution proposed to be passed, is included in the Notice convening the Annual General Meeting of the Company.

## **19. (i) Green Initiatives**

Pursuant to Sections 101 and 136 of the Companies Act, 2013 the Company will be sending Annual Report through electronic mode i.e. email to all the shareholders who have registered their email addresses with the Company or with the Depository to receive Annual Report through electronic mode and initiated steps to reduce consumption of paper.

### **(ii) Human Resources**

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's policies and systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

### **(iii) Environment and Safety**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned compliances, environmental Regulations and preservation of natural resources. There was no major accident during the year.

## **20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

## **21. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

## **22. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All Related Party Transactions entered into by your Company during the Financial Year 2019-20 were on arm's length basis and in the ordinary course of business. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee and the Board of Directors of the Company was obtained for all the Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties as set out in Note No. 45 of Financial Statements, forming part of the Annual Report.

## **23. PARTICULARS OF EMPLOYEES**

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **"Annexure E"** and forms a part of this Report of the Directors.

There were no employees drawing remuneration of Rupees One Crore and Two Lakhs per annum or more or Rupees Eight Lakhs Fifty Thousand per month or more during the year under review. However, Shri. Hiren M. Shah, Executive Chairman, Shri. Bharat M. Shah, Managing Director and Shri. Viraj M. Shah, Managing Director drew a remuneration of ₹ 1,34,28,480/- per annum each during the year under review.

## **24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has set up an Internal Complaints Committee (ICC) for providing a Redressal mechanism pertaining to Sexual harassment of women employees at workplace. There was no case/complaint received during the year under review.

## **25. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to financial statements provided in this Annual Report.

## **26. DISCLOSURE REQUIREMENTS**

As per relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report with auditor's certificate thereon and Management Discussion and Analysis are attached, which form part of this Annual Report.

## **27. GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- I. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished..

- II. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- III. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- IV. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
- V. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

## **28. BUSINESS RESPONSIBILITY REPORT**

As stipulated under the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspective is attached as part of the Annual Report as **"Annexure H"**.

## **29. CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of Company's business during the year under review.

## **30. SEGMENTS**

The Company has two segments namely Textile and Real Estate & related. The Statement of accounts prepared and submitted are therefore of two segments.

## **31. AUSTERITY MEASURES TAKEN BY THE COMPANY**

The COVID-19 pandemic and national lockdown from March 23, 2020 has adversely impact the Company. The company has taken several austerity measures to conser cash require the operations of the company viz:-

Reduction in remuneration of Promoter members Mr. Hiren Shah-Executive Chairman and two Managing Directors, Mr. Purav Shah, Chief Executive Officer (CEO) and Executive Director and Mr. Rishabh Shah, President Initially by 30% since April 2020 and futher reduction from June aggregating to 50%. Reduction in interest income payment acorss the board are done with will be reviewed in due course.

Graded reduction in remuneration of all the employees of the Company by 30% from the salary w.e.f. April 2020 which will be reviewed in due course.

## **32. ACKNOWLEDGEMENT**

Your Directors thank all the shareholders, all employees of the Company, customers, suppliers, Government Authorities, Financial Institutions and bankers for their continued support.

You Directors look forward to their continued support in future.

**For and on behalf of the Board of Directors  
The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

## ANNEXURE TO THE DIRECTORS' REPORT

### Annexure 'A'

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#### **(A) CONSERVATION OF ENERGY:**

This is a continuous process; new developments in energy saving Projects are studied and implemented from time to time. Future plans entail rain water harvesting and use of solar power for street lighting. Energy Audits are carried out from time to time and staff is encouraged to attend lectures and seminars on energy savings.

##### **a) Energy Conservation Measures Taken:**

Following measures are continuously undertaken to conserve energy during the year under report:

- Replaced sodium vapor street lights with power saving LED lights. Also regular tube lights with LED tube lights.
- Replaced heating coil of E control to achieve temperature quickly thereby saving of power.
- Maintaining unity power factor regularly.
- Use of harmonic filters
- Regular Energy Audit to save power
- Air Audit to identify and control leakages in compressor Air Line.
- Air leak test to carry out one in a week.
- Optimize use of chillers based on weather condition.
- Creating awareness among staff and workers.
- Use of Transparent PVC Roof in Godown to maximize use of natural day light in the godown.
- Proper and regular use of lubricants.
- Using VFD operated air compressor to reduce the power consumption.
- Attended seminars / webinar on energy conservation.
- Modification done of H Plant no. 3 & 4 (Ring Frame) Installed energy saving VFDs and Energy saving IE3 Motors .
- Air leakages were arrested in spg and weaving dept. This result increasing the idle time of compressor running . This in turns saves energy
- Planning to change existing old GI air pipelines in to new aluminium air pipelines. to avoid pressure drop & air leakages.
- Planning reviewing the usage waste heat of Centac compressor in to a heat recovery system for use in boiler make up water

##### **b) Steps taken by the Company for utilizing alternate sources of energy:**

- Replaced 40 Watt tube lights with 18 watt LED tube lights in all departments.
- Company is currently evaluating installation and use of solar energy.
- Automatic monitoring and control of ID & RD fan of Boiler and control blow down for final saving and optimization of Boiler Operator.

##### **c) The capital investment on energy conservation equipment: NIL**

**(B) TECHNOLOGY ABSORPTION AND INNOVATION:**

**a) Efforts made towards technology absorption, adaptation & innovation:**

- Company is encouraging staff to attend seminars, exhibitions, visit to research institutes and workshops on skill development.
- After studying modern sumum Airjet looms, Company is evaluating the option of further investment.
- Evaluating Automatisation in Ring frame and winding department.
- Actively considering retro fitting of contamination clearer in second blowroom line

**b) Benefits derived like product improvement, cost reduction, etc.**

- The Company is actively engaged in new product line in fabric manufacturing.
- Development of new finishes is a continuous process.

**c) The Expenditure incurred on Research & Development:**

- It forms part of the project cost and cannot be quantified separately.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Foreign Exchange earned in terms of actual inflows during the year and the foreign actual outgo during the year in terms of actual outflows:

|   | <b>Current Year<br/>2019-2020<br/>(₹ in Lakh)</b> | Previous Year<br>2018-2019<br>(₹ in Lakh) |
|---|---|---|
| <b>Value of Direct Imports calculated on CIF Basis:</b>             |   |   |
| (i) Stores, Spares  | <b>100.55</b>                                     | 120.55                                    |
| (ii) Raw Materials  | <b>532.81</b>                                     | 30.05                                     |
| (iii) Capital Goods   | <b>53.43</b>                                      | 2.45                                      |
| <b>Earnings in Foreign Exchange on account of export of goods :</b> |   |   |
| Direct Export on FOB Basis  | <b>69.66</b>                                      | 419.85                                    |
| <b>Expenditure in Foreign Currency :</b>                            |   |   |
| Travelling  | <b>44.47</b>                                      | 20.54                                     |
| Others  | <b>8.62</b>                                       | 1.86                                      |

**For and on behalf of the Board  
For The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

**Place: Mumbai  
Date: 11<sup>th</sup> November, 2020**

**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the Financial Year ended 31<sup>st</sup> March, 2020**  
**[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

|            |  |  |
|------------|--|--|
| <b>I</b>   | <b>CIN</b>   | L17120MH1917PLC000447  |
| <b>II</b>  | <b>Registration Date</b>   | 09.01.1917   |
| <b>III</b> | <b>Name of the Company</b>   | The Ruby Mills Limited   |
| <b>IV</b>  | <b>Category/Sub-Category of the Company</b>                                      | Company Limited by shares / Indian Non-Government Company  |
| <b>V</b>   | <b>Whether listed Company (Yes/No)</b>   | Yes  |
| <b>VI</b>  | <b>Address of the Registered Office and contact details</b>                      | Ruby House, J.K. Sawant Marg, Dadar West, Mumbai-400028.   |
| <b>VII</b> | <b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b> | Bigshare Services Pvt. Ltd.<br><b>Address:</b> 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400 059, Maharashtra, India<br><b>Tel. :</b> +91-22-6263 8200<br><b>Fax :</b> +91-22-6263 8299<br><b>Email :</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a><br><b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> |

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

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

| <b>Sr. No.</b> | <b>Name and Description of Main Product/Services</b> | <b>NIC Code of the Product / Service</b> | <b>% to total turnover of the Company</b> |
|----------------|--|--|---|
| 1.             | Textile Manufacturing                                | 13131                                    | 84%                                       |
| 2.             | Renting of Properties                                | 68100                                    | 16%                                       |

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

| <b>Sr.</b> | <b>Name and Address of the Company</b> | <b>CIN/GIN</b> | <b>Holding / Subsidiary / Associate</b> | <b>% of shares held</b> | <b>Applicable Section</b> |
|------------|--|----------------|---|-------------------------|---------------------------|
|            | N.A.                                   | N.A.           | N.A.                                    | N.A.                    | N.A.                      |

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

| Category of Shareholders                                   | No. of Shares held at the beginning of the year(as on 1.04.2019) |          |                    |                   | No. of Shares held at the end of the year (as on 31.03.2020) |          |                    |                   | % Change during the year |
|--|--|----------|--------------------|-------------------|--|----------|--------------------|-------------------|--------------------------|
|  | Demat  | Physical | Total              | % of Total Shares | Demat  | Physical | Total              | % of Total Shares |                          |
| <b>A. Promoters</b>  |  |          |                    |                   |  |          |                    |                   |                          |
| <b>(1) Indian</b>  |  |          |                    |                   |  |          |                    |                   |                          |
| a) Individual/ HUF   | 28,98,340  | -        | 28,98,340          | 17.33             | 28,98,340  | -        | 28,98,340          | 17.33             | 0.00                     |
| b) Central Govt.   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| c) State Govt(s).  | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| d) Bodies Corp.  | 75,44,140  | -        | 75,44,140          | 45.12             | 75,44,140  | -        | 75,44,140          | 45.12             | 0.00                     |
| e) Bank/ FI  | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| f) Any Other Directors Relatives                           | 20,80,940  | -        | 20,80,940          | 12.45             | 20,80,940  | -        | 20,80,940          | 12.45             | 0.00                     |
| <b>Sub-Total (A)(1)</b>                                    | <b>1,25,23,420</b>   | <b>-</b> | <b>1,25,23,420</b> | <b>74.90</b>      | <b>1,25,23,420</b>   | <b>-</b> | <b>1,25,23,420</b> | <b>74.90</b>      | <b>0.00</b>              |
| <b>(2) Foreign</b>   |  |          |                    |                   |  |          |                    |                   |                          |
| a) NRIs- Individuals                                       | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| b) Other Individuals                                       | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| c) Bodies Corp   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| d) Bank/ FI  | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| e) Any Other   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| <b>Sub-Total (A)(2)</b>                                    | <b>-</b>   | <b>-</b> | <b>-</b>           | <b>-</b>          | <b>-</b>   | <b>-</b> | <b>-</b>           | <b>-</b>          | <b>-</b>                 |
| <b>Total shareholding of Promoter (A)= (A)(1) + (A)(2)</b> | <b>1,25,23,420</b>   | <b>-</b> | <b>1,25,23,420</b> | <b>74.90</b>      | <b>1,25,23,420</b>   | <b>-</b> | <b>1,25,23,420</b> | <b>74.90</b>      | <b>0.00</b>              |
| <b>B. Public Shareholding</b>                              |  |          |                    |                   |  |          |                    |                   |                          |
| <b>1. Institutions</b>                                     |  |          |                    |                   |  |          |                    |                   |                          |
| a) Mutual Funds  | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| b) Bank/ FI  | 44,088   | -        | 44,088             | 0.26              | 2,800  | -        | 2,800              | 0.02              | (0.25)                   |
| c) Central Govt.   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| d) State Govt(s).  | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| e) Venture Capital Funds                                   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| f) Insurance Companies                                     | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| g) FIs   | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| h) Foreign Venture Capital Funds                           | -  | -        | -                  | -                 | -  | -        | -                  | -                 | -                        |
| <b>i) Others (specify)</b>                                 | <b>-</b>   | <b>-</b> | <b>-</b>           | <b>-</b>          | <b>-</b>   | <b>-</b> | <b>-</b>           | <b>-</b>          | <b>-</b>                 |
| <b>Sub-Total (B)(1)</b>                                    | <b>44,088</b>  | <b>-</b> | <b>44,088</b>      | <b>0.26</b>       | <b>2,800</b>   | <b>-</b> | <b>2,800</b>       | <b>0.02</b>       | <b>(0.25)</b>            |



| Category of Shareholders  | No. of Shares held at the beginning of the year (as on 1.04.2019) |          |             |                   | No. of Shares held at the end of the year (as on 31.03.2020) |               |                    |                   | % Change during the year |
|---|---|----------|-------------|-------------------|--|---------------|--------------------|-------------------|--------------------------|
|   | Demat   | Physical | Total       | % of Total Shares | Demat  | Physical      | Total              | % of Total Shares |                          |
| <b>2. Non-Institutions</b>  |   |          |             |                   |  |               |                    |                   |                          |
| <b>a) Bodies Corp</b>   |   |          |             |                   |  |               |                    |                   |                          |
| i) Indian   | 7,41,838  | 200      | 7,42,038    | 4.44              | 6,44,169   | -             | 6,44,169           | 3.85              | (0.59)                   |
| ii) Overseas  | -   | -        | -           | -                 | -  | -             | -                  | -                 | -                        |
| <b>b) Individuals</b>   |   |          |             |                   |  |               |                    |                   |                          |
| i) Individual shareholders holding nominal share capital up to ₹ 1 lakh | 19,28,778   | 37,084   | 19,65,862   | 11.76             | 20,85,352  | 32,344        | 21,17,696          | 12.67             | 0.91                     |
| i) Individual shareholders holding nominal share capital up to ₹ 1 lakh | 9,13,549  | 20,260   | 9,33,809    | 5.58              | 97,149   | 20,260        | 9,91,409           | 5.93              | 0.34                     |
| <b>c) Others (specify)</b>  |   |          |             |                   |  |               |                    |                   |                          |
| Hindu Undivided Family  | 2,69,098  | -        | 2,69,098    | 1.61              | 3,02,981   | -             | 3,02,981           | 1.81              | 0.20                     |
| Trust   | -   | -        | -           | -                 | -  | -             | -                  | -                 | -                        |
| Clearing Members  | 95,392  | -        | 95,392      | 0.57              | 33,199   | -             | 33,199             | 0.20              | (0.37)                   |
| Non-resident Indians (NRI)  | 24  | -        | 24          | 0.00              | -  | -             | -                  | -                 | (0.00)                   |
| Non-resident Indian (Repat)   | 1,15,637  | -        | 1,15,637    | 0.69              | 73,279   | -             | 73,279             | 0.44              | (0.25)                   |
| Non-resident Indian (Non Repat)   | 30,557  | -        | 30,557      | 0.18              | 31,047   | -             | 31,047             | 0.19              | (0.00)                   |
| <b>e) NBFC registered with RBI</b>                                      | 75  | -        | 75          | 0.00              | -  | -             | -                  | -                 | (0.00)                   |
| <b>Sub-Total (B)(2)</b>   | 40,94,948   | 57,544   | 41,52,492   | 24.84             | <b>41,41,176</b>   | <b>52,604</b> | <b>41,93,780</b>   | <b>28.08</b>      | <b>0.25</b>              |
| <b>Total Public shareholding (B)= (B)(1) + (B)(2)</b>                   | 41,39,036   | 57,544   | 41,96,580   | 25.10             | <b>41,43,976</b>   | <b>52,604</b> | <b>41,96,580</b>   | <b>25.10</b>      | <b>0.00</b>              |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                  | -   | -        | -           | -                 | -  | -             | -                  | -                 | -                        |
| <b>Grand Total</b>  |   |          |             |                   |  |               |                    |                   |                          |
| <b>(A+B+C)</b>  | 1,66,62,456   | 57,544   | 1,67,20,000 | 100.00            | <b>1,66,67,396</b>   | <b>52,604</b> | <b>1,67,20,000</b> | <b>100.00</b>     | <b>(0.00)</b>            |

**(ii) Shareholding of Promoters**

| Sr. No | Shareholder's Name                                     | Shareholding at the beginning of the year (as on 1.04.2019) |                                  |  | Shareholding at the end of the year (as on 31.03.2020) |                                  |  | % change in share holding during the year |
|--------|--|---|----------------------------------|--|--|----------------------------------|--|---|
|        |  | No. of Shares   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares  | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| 1      | Manubhai and Sons Investment Company Private Limited   | 23,88,900   | 14.29                            | -  | 23,88,900  | 14.29                            | -  | 0.00                                      |
| 2      | Hiren Brothers Investments Company Private Limited     | 23,88,900   | 14.29                            | -  | 23,88,900  | 14.29                            | -  | 0.00                                      |
| 3      | M. C. Shah and Sons Investment Company Private Limited | 23,88,340   | 14.28                            | -  | 23,88,340  | 14.28                            | -  | 0.00                                      |
| 4      | Executors and Trustee of late Chunilal Narbheram       | 3,78,000  | 2.26                             | -  | 3,78,000   | 2.26                             | -  | 0.00                                      |
| 5      | Aruna Manharlal Shah                                   | 13,27,720   | 7.94                             | -  | 13,27,720  | 7.94                             | -  | 0.00                                      |
| 6      | Hiren Manharlal Shah                                   | 3,64,300  | 2.18                             | -  | 3,64,300   | 2.18                             | -  | 0.00                                      |
| 7      | Bharat Manharlal Shah                                  | 6,55,000  | 3.92                             | -  | 6,55,000   | 3.92                             | -  | 0.00                                      |
| 8      | Viraj Manharlal Shah                                   | 5,51,320  | 3.30                             | -  | 5,51,320   | 3.30                             | -  | 0.00                                      |
| 9      | Purav Hiren Shah                                       | 3,84,508  | 2.30                             | -  | 3,84,508   | 2.30                             | -  | 0.00                                      |
| 10     | Rishabh Viraj Shah                                     | 3,13,112  | 1.87                             | -  | 3,13,112   | 1.87                             | -  | 0.00                                      |
| 11     | Hiren Manharlal HUF                                    | 2,35,200  | 1.41                             | -  | 2,35,200   | 1.41                             | -  | 0.00                                      |
| 12     | Bharat Manharlal HUF                                   | 2,28,200  | 1.36                             | -  | 2,28,200   | 1.36                             | -  | 0.00                                      |
| 13     | Viraj Manharlal HUF                                    | 2,35,200  | 1.41                             | -  | 2,35,200   | 1.41                             | -  | 0.00                                      |
| 14     | Jayshree Hiren Shah                                    | 3,12,620  | 1.87                             | -  | 3,12,620   | 1.87                             | -  | 0.00                                      |
| 15     | Aabha Bharat Shah                                      | 1,73,000  | 1.03                             | -  | 1,73,000   | 1.03                             | -  | 0.00                                      |
| 16     | Dipti Viraj Shah                                       | 1,97,000  | 1.18                             | -  | 1,97,000   | 1.18                             | -  | 0.00                                      |
| 17     | Asha Yogesh Mehta                                      | 2,100   | 0.01                             | -  | 2,100  | 0.01                             | -  | 0.00                                      |
|        | <b>Total</b>   | <b>1,25,23,420</b>  | <b>74.90</b>                     | <b>-</b>   | <b>1,25,23,420</b>                                     | <b>74.90</b>                     | <b>-</b>   | <b>0.00</b>                               |

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

| Sr. No. | Particulars        | Shareholding at the beginning of the year (as on 1.04.2019) |                                  | Cumulative Shareholding during the year (as on 31.03.2020) |                                  |
|---------|--------------------|---|----------------------------------|--|----------------------------------|
|         |                    | No. of Shares   | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
| 1.      | There is no change | -   | -                                | -  | -                                |

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

| Sr. No    | Shareholder's Name   | Shareholding at the beginning of the year (as on 1.04.2019) |                                  | Shareholding at the end of the year (as on 31.03.2020) |                                  |
|-----------|--|---|----------------------------------|--|----------------------------------|
|           |  | No. of Shares   | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
| <b>1.</b> | <b>Adrik Traders Pvt. Ltd</b>  |   |                                  |  |                                  |
|           | At the beginning of the year   | 4,88,832  | 2.92                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | At the end of the year   | -   | -                                | 4,88,832   | 2.92                             |
| <b>2.</b> | <b>Umesh Kishorekant Sanghvi</b>   |   |                                  |  |                                  |
|           | At the beginning of the year   | 1,73,056  | 1.04                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | At the end of the year   | -   | -                                | 1,73,056   | 1.04                             |
|           | Transfer: 06.09.2019   | 1935  | -                                | 1,74,991   | 1.05                             |
|           | Transfer: 13.09.2019   | 65  | -                                | 1,75,056   | 1.05                             |
|           | Transfer: 26.11.2019   | (1,75,056)  | -                                | 0  | 0                                |
|           | Transfer: 29.11.2019   | 1,75,056  | -                                | 1,75,056   | 1.05                             |
|           | At the end of the year   | -   | -                                | 1,75,056   | 1.05                             |
| <b>3.</b> | <b>Kishorekant Bhimji Sanghvi</b>  |   |                                  |  |                                  |
|           | At the beginning of the year   | 1,24,812  | 0.75                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | At the end of the year   | -   | -                                | 1,24,812   | 0.75                             |
| <b>4</b>  | <b>Rajendra J. Saboo</b>   |   |                                  |  |                                  |
|           | At the beginning of the year   | 1,12,545  | 0.67                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | Transfer: 24.05.2019   | 9,289   |                                  | 1,21,834   | 0.73                             |
|           | Transfer: 31.05.2019   | 1,965   |                                  | 1,23,799   | 0.74                             |
|           | Transfer: 07.06.2019   | 137   |                                  | 1,23,936   | 0.74                             |
|           | Transfer: 30.08.2019   | 1,874   |                                  | 1,25,810   | 0.75                             |
|           | Transfer: 06.09.2019   | 4,033   |                                  | 1,29,843   | 0.78                             |
|           | Transfer: 07.06.2019   | 137   |                                  | 1,23,936   | 0.74                             |
|           | Transfer: 30.08.2019   | 1,874   |                                  | 1,25,810   | 0.75                             |
|           | Transfer: 06.09.2019   | 4,033   |                                  | 1,29,843   | 0.78                             |
|           | Transfer: 12.09.2019   | 5,975   |                                  | 1,35,818   | 0.81                             |

| Sr. No    | Shareholder's Name   | Shareholding at the beginning of the year (as on 1.04.2019) |                                  | Shareholding at the end of the year (as on 31.03.2020) |                                  |
|-----------|--|---|----------------------------------|--|----------------------------------|
|           |  | No. of Shares   | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
|           | Transfer: 27.09.2019   | 3,124   |                                  | 138,942  | 0.83                             |
|           | Transfer: 30.09.2019   | 1,098   |                                  | 1,40,040   | 0.84                             |
|           | Transfer: 11.10.2019   | 2,000   |                                  | 1,42,040   | 0.85                             |
|           | Transfer: 18.10.2019   | 4,006   |                                  | 1,46,046   | 0.87                             |
|           | Transfer: 25.10.2019   | 1,029   |                                  | 1,47,075   | 0.88                             |
|           | Transfer: 22.11.2019   | 3,919   |                                  | 1,50,994   | 0.90                             |
|           | Transfer: 26.11.2019   | (1,50,994)  |                                  | 0  | 0.00                             |
|           | Transfer: 29.11.2019   | 1,51,494  |                                  | 1,51,494   | 0.91                             |
|           | Transfer: 06.12.2019   | 284   |                                  | 1,51,778   | 0.91                             |
|           | Transfer: 13.12.2019   | 216   |                                  | 1,51,994   | 0.91                             |
|           | Transfer: 31.12.2019   | 954   |                                  | 1,52,948   | 0.91                             |
|           | Transfer: 10.01.2020   | 2,612   |                                  | 1,55,560   | 0.93                             |
|           | Transfer: 17.01.2020   | 4,440   |                                  | 1,60,000   | 0.96                             |
|           | Transfer: 31.01.2020   | 136   |                                  | 1,60,136   | 0.96                             |
|           | Transfer: 14.02.2020   | 4,864   |                                  | 1,65,000   | 0.99                             |
|           | At the end of the year   | -   | -                                | 1,65,000   | 0.99                             |
| <b>5.</b> | <b>Shashikant Gordhandas Badani</b>  |   |                                  |  |                                  |
|           | At the beginning of the year   | 1,05,443  | 0.63                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) |   |                                  |  |                                  |
|           | At the end of the year   | -   | -                                | 1,05,443   | 0.63                             |
| <b>6.</b> | <b>Champaklal Chatrabhuj Sheth</b>   |   |                                  |  |                                  |
|           | At the beginning of the year   | 93,440  | 0.56                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | Transfer: 13.09.2019   | (3,000)   |                                  | 90,440   | 0.54                             |
|           | Transfer: 26.11.2019   | (90,440)  |                                  | 0  | 0                                |
|           | Transfer: 29.11.2019   | 90,440  |                                  | 90,440   | 0.54                             |
|           | Transfer: 20.03.2020   | 99  |                                  | 90,539   | 0.54                             |
|           | At the end of the year   | -   | -                                | 90,539   | 0.54                             |
| <b>7.</b> | <b>K B Sanghvi</b>   |   |                                  |  |                                  |
|           | At the beginning of the year   | 59,492  | 0.36                             | -  | -                                |
|           | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|           | At the end of the year   | -   | -                                | 59,492   | 0.36                             |

| Sr. No     | Shareholder's Name   | Shareholding at the beginning of the year (as on 1.04.2019) |                                  | Shareholding at the end of the year (as on 31.03.2020) |                                  |
|------------|--|---|----------------------------------|--|----------------------------------|
|            |  | No. of Shares   | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
| <b>8.</b>  | <b>Risha Dyeing And Printing Pvt. Ltd</b>  |   |                                  |  |                                  |
|            | At the end of the year   | 56,760  | 0.34                             | -  | -                                |
|            | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|            | At the end of the year   | -   | -                                | 56,760   | 0.34                             |
| <b>9.</b>  | <b>Anil J. Saboo</b>   |   |                                  |  |                                  |
|            | At the beginning of the year   | 46,503  | 0.28                             | -  | -                                |
|            | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|            | At the end of the year   | -   | -                                | 46,503   | 0.28                             |
| <b>10.</b> | <b>Nagindas Jaysukhlal Doshi</b>   |   |                                  |  |                                  |
|            | At the beginning of the year   | 40,000  | 0.24                             | -  | -                                |
|            | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | -   | -                                | -  | -                                |
|            | At the end of the year   | -   | -                                | 40,000   | 0.24                             |

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

| Sr. No    | For each of the Directors and KMP  | Shareholding at the beginning the year (as on 1.04.2019) |                                  | Shareholding at the end of the year (as on 31.03.2020) |                                  |
|-----------|--|--|----------------------------------|--|----------------------------------|
|           |  | No. of Shares  | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
| <b>1.</b> | <b>Shri Hiren M. Shah, Executive Chairman</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 3,64,300   | 2.18                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 3,64,300   | 2.18                             |
| <b>2</b>  | <b>Shri Bharat M. Shah, Managing Director</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 6,55,000   | 3.92                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)  | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 6,55,000   | 3.92                             |

| Sr. No    | For each of the Directors and KMP  | Shareholding at the beginning the year (as on 1.04.2019) |                                  | Shareholding at the end of the year (as on 31.03.2020) |                                  |
|-----------|--|--|----------------------------------|--|----------------------------------|
|           |  | No. of Shares  | % of total Shares of the company | No. of Shares  | % of total Shares of the company |
| <b>3.</b> | <b>Shri Viraj M. Shah, Managing Director</b>   |  |                                  |  |                                  |
|           | At the beginning of the year   | 5,51,320   | 3.30                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 5,51,320   | 3.30                             |
| <b>4.</b> | <b>Smt. Aruna M. Shah, Non-Executive Director</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 1327720  | 7.94                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 1327720  | 7.94                             |
| <b>5.</b> | <b>Shri Deepak Shah, Non-Executive Independent Director</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | -  | -                                | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)  | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | -  | -                                |
| <b>6.</b> | <b>Shri Shardul Thacker, Non-Executive Independent Director</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | -  | -                                | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)  | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | -  | -                                |
| <b>7.</b> | <b>Shri Purav Hiren Shah, Whole-time Director and Chief Executive Officer</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 3,84,508   | 2.30                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)  | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 3,84,508   | 2.30                             |
| <b>8.</b> | <b>Shri Mehernosh Rusi Currawala, Independent Director</b>   |  |                                  |  |                                  |
|           | At the beginning of the year   | 5,000  | 0.03                             | -  | -                                |
|           | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc)  | -  | -                                | -  | -                                |
|           | At the end of the year   | -  | -                                | 5,000  | 0.03                             |

|            |   |       |      |       |      |
|------------|---|-------|------|-------|------|
| <b>9.</b>  | <b>Shri Yogen Shivlal Lathia,<br/>Independent Director</b>  |       |      |       |      |
|            | At the beginning of the year  | 1,600 | 0.01 | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | 1,600 | 0.01 |
| <b>10.</b> | <b>Shri Pradip Narottamdas Kapasi, Independent Director</b>   |       |      |       |      |
|            | At the beginning of the year  | -     | -    | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | -     | -    |
| <b>11.</b> | <b>Smt. Jasvanti Patel* , Independent Director</b>  |       |      |       |      |
|            | At the beginning of the year  | -     | -    | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | -     | -    |
| <b>12.</b> | <b>Jayaraman Seshadrinathan</b>   |       |      |       |      |
|            | At the beginning of the year  | -     | -    | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | -     | -    |
| <b>13.</b> | <b>Ms. Naina R. Kanagat**</b>   |       |      |       |      |
|            | At the beginning of the year  | -     | -    | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | -     | -    |
| <b>14.</b> | <b>Mr. Pranav Maru***<br/>Company Secretary and Compliance Officer</b>  |       |      |       |      |
|            | At the beginning of the year  | -     | -    | -     | -    |
|            | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc) | -     | -    | -     | -    |
|            | At the end of the year  | -     | -    | -     | -    |

\*Smt.Jasvanti Patel joint the Board of Directors as an Independent Director with effect from 4<sup>th</sup> March, 2020.

\*\*Ms. Naina R. Kanagat resigned as Company Secretary and Compliance Officer of the Company with effect from 25<sup>th</sup> October, 2019

\*\*\*Mr. Pranav Maru was appointed as Company Secretary and Compliance Officer of the Company with effect from 2<sup>nd</sup> March, 2020.

## V. INDEBTEDNESS

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

(Amount In ₹)

|  | Secured Loans<br>excluding deposits | Unsecured<br>Loans    | Deposits | Total<br>Indebtedness |
|--|-------------------------------------|-----------------------|----------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                     |                       |          |                       |
| i) Principal Amount  | 2,46,20,32,000                      | 1,23,94,83,000        | -        | 3,70,15,15,000        |
| ii) Interest due but not paid                              | -                                   | -                     | -        | -                     |
| iii) Interest accrued but not due                          | 1,18,37,000                         | 2,65,05,002           | -        | 3,83,42,002           |
| <b>Total (i+ii+iii)</b>                                    | <b>2,47,38,69,000</b>               | <b>1,26,59,88,002</b> | <b>-</b> | <b>3,73,98,57,002</b> |
| <b>Change in Indebtedness during the financial year</b>    |                                     |                       |          |                       |
| • Addition   | 66,05,52,844                        | 37,83,83,000          | -        | 1,03,89,35,844        |
| • Reduction  | 79,38,02,000                        | 17,85,34,000          | -        | 97,23,36,000          |
| <b>Net Change</b>  | <b>(13,32,49,156)</b>               | <b>19,98,49,000</b>   | <b>-</b> | <b>6,65,99,844</b>    |
| <b>Indebtedness at the end of the financial year</b>       |                                     |                       |          |                       |
| i) Principal Amount  | 2,32,87,82,844                      | 1,43,93,32,000        | -        | 3,76,81,14,844        |
| ii) Interest due but not paid                              | -                                   | -                     | -        | -                     |
| iii) Interest accrued but not due                          | 1,24,68,365                         | 9,95,46,378           | -        | 11,20,14,743          |
| <b>Total (i+ii+iii)</b>                                    | <b>2,34,12,51,209</b>               | <b>1,53,88,78,378</b> | <b>-</b> | <b>3,88,01,29,587</b> |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount In ₹)

| Sr. No. | Particulars of Remuneration   | Name of MD/WTD/Manager   |                                       |                                      |   | Total Amount       |
|---------|---|--|---------------------------------------|--------------------------------------|---|--------------------|
|         |   | Hiren M. Shah<br>(Executive Chairman)  | Bharat M. Shah<br>(Managing Director) | Viraj M. Shah<br>(Managing Director) | Purav H. Shah<br>(Whole time Director & CEO)* |                    |
| 1.      | Gross Salary  |  |                                       |                                      |   |                    |
|         | (a) (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 1,19,04,000  | 1,19,04,000                           | 1,19,04,000                          | 62,22,000                                     | 4,19,34,000        |
|         | (b) (b) Value of perquisites u/s 17(2) Income Tax Act, 1961                             | 15,24,480  | 15,24,480                             | 15,24,480                            | 9,83,040                                      | 55,56,480          |
|         | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961                  | -  | -                                     | -                                    | -   | -                  |
| 2.      | Stock Option  | N.A.   | N.A.                                  | N.A.                                 | N.A.  | N.A.               |
| 3.      | Sweat Equity  | N.A.   | N.A.                                  | N.A.                                 | N.A.  | N.A.               |
| 4.      | Commission<br>- As % of Profit<br>- Others, specify                                     | N.A.   | N.A.                                  | N.A.                                 | N.A.  | N.A.               |
| 5.      | Others, please specify  | -  | -                                     | -                                    | -   | -                  |
|         | <b>Total (A)</b>  | <b>1,34,28,480</b>   | <b>1,34,28,480</b>                    | <b>1,34,28,480</b>                   | <b>72,05,040</b>                              | <b>4,74,90,480</b> |
|         | <b>Ceiling as per the Act</b>   | (Remuneration paid is within the ceiling limits of 11% of the net profit of the Company as per section 198 of the Companies Act, 2013) |                                       |                                      |   |                    |



**B. REMUNERATION TO OTHER DIRECTORS**

(Amount In ₹)

| Sr. No    | Particulars of Remuneration                    | Fee for attending board committee meetings | Commission | Others, please specify | Total Amount       |
|-----------|--|--|------------|------------------------|--------------------|
| <b>1.</b> | <b>Independent Directors</b>                   |  |            |                        |                    |
|           | Shri Shardul J. Thacker                        | 1,75,000                                   | -          | -                      | 1,75,000           |
|           | Shri Deepak R. Shah                            | 1,82,500                                   | -          | -                      | 1,82,500           |
|           | Shri. Yogen S. Lathia                          | 2,15,000                                   | -          | -                      | 2,15,000           |
|           | Shri. Mehernosh Currawalla                     | 60,000                                     | -          | -                      | 60,000             |
|           | Shri. Pradip Kapasi                            | 1,00,000                                   | -          | -                      | 1,00,000           |
|           | <b>Total (1)</b>                               | <b>7,32,500</b>                            | <b>-</b>   | <b>-</b>               | <b>7,32,500</b>    |
| <b>2.</b> | <b>Other Non-Executive Directors</b>           |  |            |                        |                    |
|           | Smt. Aruna. M. Shah                            | 1,07,500                                   | -          | -                      | 1,07,500           |
|           | <b>Total (2)</b>                               | <b>1,07,500</b>                            | <b>-</b>   | <b>-</b>               | <b>1,07,500</b>    |
|           | <b>Total (B) = (1+2)</b>                       | <b>8,40,000</b>                            | <b>-</b>   | <b>-</b>               | <b>8,40,000</b>    |
|           | <b>Total Managerial Remuneration (A) + (B)</b> |  |            |                        | <b>4,83,30,480</b> |

**C. REMUNERATION TO KMP OTHER THAN MD/MANAGER/WTD**

(Amount In ₹)

| Sr. No. | Particulars of Remuneration   | Key Managerial Personnel |                  |                  | Total Amount     |
|---------|---|--------------------------|------------------|------------------|------------------|
|         |   | Ms. Naina Kanagat        | *Mr. Pranav Maru | CFO              |                  |
| 1.      | Gross Salary  |                          |                  |                  |                  |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 3,06,290                 | 49,839           | 19,92,000        | 23,48,129        |
|         | (b) Value of perquisites u/s 17(2) Income Tax Act, 1961                             | NIL                      | NIL              | 6,79,524         | 6,79,524         |
|         | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -                        | -                | -                | -                |
| 2.      | Stock Option  | -                        | -                | -                | -                |
| 3.      | Sweat Equity  | -                        | -                | -                | -                |
| 4.      | Commission<br>- As % of Profit<br>- Others, specify                                 | -                        | -                | -                | -                |
| 5.      | Others, please specify  | 15,649                   | -                | 8,997            | 24,642           |
|         | <b>Total (A)</b>  | <b>3,21,939</b>          | <b>49,839</b>    | <b>26,80,521</b> | <b>30,52,299</b> |

\*Mr Pranav Maru was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 2<sup>nd</sup> March, 2020 pursuant to resignation of Ms. Naina Kanagat on 25<sup>th</sup> October, 2019.

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/Compound- ing fees imposed | Authority [RD/NCLT/ COURT] | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|---|----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                            |                                    |
| Penalty                             | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                            |                                    |
| Penalty                             | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                            |                                    |
| Penalty                             | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil   | Nil                        | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil   | Nil                        | Nil                                |

**For and on behalf of the Board  
For The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

**Place: Mumbai  
Date: 11<sup>th</sup> November, 2020**

**Annexure 'C'**
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2019-20  
[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014]**

| Particulars  | Details  |
|--|--|
| 1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes. | <p>The Ruby Mills Limited strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by providing food, clothes, etc., keeping the environment clean and safe for the society by adhering to the best practices and technologies, and so on. It is the Company's intent to make a positive difference to society in which the Company lives and operates.</p> <p>The Projects / Programmes undertaken or proposed to be undertaken either by an Implementation Agency or the Company directly are in line with the activities enumerated in Schedule VII of the Companies Act, 2013 with rules framed there under (including any statutory modifications or re- enactments thereof for the time being in force as amended from time to time).</p> <p>The detailed Corporate Social Responsibility Policy is available on the website of the Company at the following link- <a href="http://www.rubymills.com/investors/policies/corporate-social-responsibility-philosophy">http://www.rubymills.com/investors/policies/corporate-social-responsibility-philosophy</a> that gives an overview of the projects or programmes undertaken during the financial year 2019-20.</p> |
| 2. The Composition of the CSR Committee.   | <p>The Company has a CSR Committee of directors comprising of :</p> <p>Shri Hiren M. Shah - Chairman, Executive Chairman</p> <p>Mr. Shardul J. Thacker- Member, Independent Director</p> <p>Smt. Aruna M. Shah- Member, Non- Executive Director</p>  |
| 3. Average net profit of the company for last three financial years  | ₹ 35,05,81,985/-   |
| 4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)   | ₹ 70,11,640/-  |
| 5. Details of CSR spent during the financial year:   |  |
| (a) Total amount spent for the financial year  | ₹ <b>70,39,900/-</b>   |
| (b) Amount unspent , if any  | NIL  |
| (c) Manner in which the amount spent during the financial year is detailed below.  |  |

| (1)     | (2)  | (3)  | (4)   | (5)   | (6)   | (7)   | (8)   |
|---------|--|--|---|---|---|---|---|
| Sr. No. | CSR project or activity identified   | Sector in which the Project is covered   | Projects or programs (1)Local area or other (2) Specify the State and district Where projects or programs were undertaken | Amount outlay (budget) project or program wise<br>(₹) | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads<br>(₹) | Cumulative expenditure up to the reporting period (as on 31.03.2020)<br>(₹) | Amount spent: Direct or through implementing agency |
| 1       | Towards CSR activity for medical relief  | Promoting health care including preventive health care   | Girgaum, Mumbai   | 18,50,000   | 18,50,000   | 18,50,000   | Direct  |
| 2.      | Towards CSR activity for medical relief  | Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water | Satara  | 51,000  | 51,000  | 51,000  | Direct  |
| 3.      | Towards CSR activity for medical relief  | Disaster management, including relief, rehabilitation and reconstruction activities  | Mumbai  | 31,00,000   | 31,00,000   | 31,00,000   | Direct  |
| 4.      | Towards CSR activity for Animal welfare  | Animal Welfare   | Mumbai  | 15,00,000   | 15,00,000   | 15,00,000   | Direct  |
| 5.      | Towards CSR activity for Lunch in School at Dhamni and Kharsundi                     | Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water | Raigad  | 38,900  | 38,900  | 38,900  | Direct  |
| 6.      | Towards CSR activity for Food Distribution in tribal areas In Karjat due to lockdown | Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water | Karjat  | 5,00,000  | 5,00,000  | 5,00,000  | Direct  |
|         | <b>Direct Expenditure</b>  |  |   | <b>70,39,900</b>                                      | <b>70,39,900</b>  | <b>70,39,900</b>  |   |
|         | <b>Overhead</b>  |  |   | -   | -   | -   |   |
|         | <b>Total</b>   |  |   | <b>70,39,900</b>                                      | <b>70,39,900</b>  | <b>70,39,900</b>  |   |

|    |   |   |
|----|---|---|
| 6. | In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report. | N.A   |
| 7. | A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the company.   | We hereby affirm that the CSR Policy, as approved by the Board has been implemented and the CSR Committee monitors the implementation of the CSR Projects and activities in compliance with our CSR Objectives. |

**For and on behalf of the Board  
For The Ruby Mills Limited**

**Place: Mumbai  
Date: 31<sup>st</sup> July, 2020**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

**SECRETARIAL AUDIT REPORT**  
**Form No. MR-3**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2020**

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

To,  
The Members,  
**THE RUBY MILLS LIMITED**  
Ruby House, J. K. Sawant Marg,  
Dadar West, Mumbai - 400 028.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Ruby Mills Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Ruby Mills Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during Audit Period**);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during Audit Period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during Audit Period as the Company**);

- 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 to the Company during the Audit period);** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period);**
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (VI) The Management of the Company has identified has identified two segments i.e. Textiles and Real Estate and accordingly, the sector specific compliance of the following laws applicable specifically to the Company have been audited:
- a) The Textiles Committee Act, 1963;
  - b) The Textiles (Consumer Protection) Regulation, 1988;
  - c) The Textiles (Development and Regulation) Order, 2001.
  - d) Maharashtra Ownership Flats Act, 1963.
  - e) Development Control Regulations, 2009.
  - f) Maharashtra Regional and Town Planning Act, 1956.
  - g) Transfer of Property Act, 1882.
  - h) Maharashtra Rent Control Act, 1999.
  - i) The Real Estate (Regulation and Development) Act, 2016

Having regard to the compliance system prevailing in the Company, we further report that on the examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the same.

(VII) and all other Acts as are generally applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following:

- (A) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (B) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into with the BSE Limited

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **We further report that**

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

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

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

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has not made:

- (i) Redemption / buy-back of securities
- (ii) Merger / amalgamation / reconstruction, etc.
- (iii) Foreign technical collaborations
- (iii) Preferential/Private Placement or Rights issue of Shares.

We further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

**For Vikas R. Chomal & Associates**

**Vikas R. Chomal**  
**(Proprietor)**  
**ACS No. 24941**  
**C P No.: 12133**

**Place: Thane, Maharashtra**  
**Date: 15/09/2020**

**ICSI UDIN: A024941B000716863**  
**Firm Peer Review Reg. No: S2013MH216500**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



## Annexure A

**To,  
The Members  
The Ruby Mills Limited**

Our Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2020 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 process 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 process 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. Where ever 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.

**For Vikas R. Chomal & Associates**

**Vikas R. Chomal  
(Proprietor)  
ACS No. 24941  
C P No.: 12133**

**Place: Thane, Maharashtra  
Date: 15/09/2020**

**ICSI UDIN: A024941B000716863  
Firm Peer Review Reg. No: S2013MH216500**

**Annexure 'E'**
**Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) & 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

| Sr. No. | Requirements   | Details  |
|---------|--|--|
| 1.      | the ratio of the remuneration of each director to the median employee's remuneration for the financial year 2019-20  | Mr. Hiren M Shah 37.09:1<br>Mr. Bharat M Shah 37.09:1<br>Mr. Viraj M Shah 37.09:1<br>Mr. Purav Shah 19.90:1  |
| 2.      | the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20  | Mr. Hiren M Shah 3.37%<br>Mr. Bharat M Shah 3.37%<br>Mr. Viraj M Shah 3.37%<br>Mr. Purav Shah 4.46%  |
| 3.      | the percentage increase in the median remuneration of employees in the financial year 2019-20  | 8.70 %   |
| 4.      | The number of permanent employees on the roll of company as on 31 <sup>st</sup> March, 2020  | 190  |
| 5.      | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | Nil  |
| 6.      | Affirmation that the remuneration is as per the remuneration policy of the company   | It is hereby affirmed that the remuneration paid during the year ended 31 <sup>st</sup> March, 2020 was as per the Nomination and Remuneration Policy of the Company |

- The Non - Executive directors are entitled for sitting fees as per the statutory provisions. The details of remuneration paid to Non Executive Directors are disclosed in the Corporate Governance Report. Hence, the ratio of remuneration and percentage increase for Non Executive director's remuneration is not considered for the above purpose.
- Employees for the above purpose include all employees excluding employees governed under collective bargaining and on contract.
- Ms. Naina Kanagat who was appointed as Company Secretary and Compliance Officer of the Company with effect from 2<sup>nd</sup> May, 2018 resigned on 25<sup>th</sup> October, 2019. Thereafter, Mr. Pranav Maru has been appointed as the Company Secretary and Compliance Officer of the Company with effect from 2<sup>nd</sup> March, 2020.

**For and on behalf of the Board of Directors  
For The Ruby Mills Limited**

**Hiren M. Shah  
Executive Chairman  
DIN: 00071077**

**Place: Mumbai  
Dated: 11<sup>th</sup> November, 2020**

## MANAGEMENT DISCUSSION AND ANALYSIS

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This report covers the operations and financial performance of the Company for the year ended 31<sup>st</sup> March, 2020 which was partly affected due to pandemic (COVID - 19) and the countrywide lockdown from 23<sup>rd</sup> March, 2020, and forms part of the Directors' Report.

### 1. **Overall Review:**

Although slowdown in the manufacturing sector and trade tensions between the US and China were among the many factors that dampened the economic outlook for 2019, the year did begin on a firm footing. The projected global economic growth, albeit downgraded, was 2.9%. Despite the economic and financial headwinds, growth in developing Asia was projected to remain a robust 5.5% during 2019 (Asian Development Outlook, Update, September 2019). However, in 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19 whereas China's growth was 6.1% in 2019 vs. 6.7% in 2018. Growth among advanced economies was forecast to drop to 2% during the year although growth in Sub-Saharan Africa was projected to accelerate to 3.1% (Source: World Economic Outlook, International Monetary Fund). However, due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 financial crisis.

Textile sector was affected due to prolonged Lockdown since March 2020, weak domestic market conditions and due to tough international market conditions and working and operational parameters at all the plants of the Company were satisfactory during the year.

The Company derives its income from the business of manufacturing of textiles and the real estate segments. The Company has achieved an overall turnover of ₹ 19,301 Lacs.

In Real Estate, the Company's Commercial Project "The Ruby" continues to generate at optimum level of income.

### 2. **Segment Review**

#### 2.1 **Business Segment - Cotton, Synthetics Yarn and Fabrics.**

##### a) **Industry Structure and Development:**

India's textiles industry goes back several centuries and is among the oldest industries in the country. It accounts for 14% of the industry output and is one of the largest contributors to the economy, accounting for ~2% of the GDP. After agriculture, it is the second largest generator of income, employing close to 40 million people, and contributing 10% to the country's manufacturing, owing to its labour intensive nature. The industry is vertically integrated with almost all sub-sectors and is thus integral to the economy. India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam. The textiles and apparel industry constitutes ~11% of the total exports of the country. However, one factor affecting India's textile trade is currency fluctuation that remains a challenge for the industry. Exports have been a core feature of India's textile sector. Indian textiles and apparel exports were estimated at \$35.5 billion in 2019 and is expected to grow at a CAGR of 11% over the next decade to reach \$100 billion by 2029. Exports of both man-made textile and readymade garments have seen a major boost. A major factor behind the robustness of India's textile industry is its strong production base with a wide range of fibres and yarns. The Company is proud to be part of this illustrious history of textiles in India having established in 1917. A vertically and horizontally integrated manufacturer of cotton manmade textiles, the Company produces 'The finest fabric in the world' is Branded Textile segment, which is its flagship business, has a commanding presence in the Indian market as a B2C branded player for suiting, shirting and dress material fabrics. This business vertical has been nurtured by strong channel partner relationships that go back more than 100 years, and has been a key enabler for its widespread reach throughout India. Backed by the robust demand for its fabric across Tier 1 to Tier 6 towns, the business has been on a consistent roll with new products and services that cater to customer's changing needs, preferences and aspirational style. In FY 2019-20, the Branded Textile segment performance was impacted by subdued retail consumption.

The Indian apparel industry was estimated to be worth \$62 Billion in 2019 and is projected to reach ~\$129 Billion in 2029 growing at CAGR of ~7.6% over 2019-29 period. The Indian apparel sector is one of the fastest growing in the world, backed as it is by a robust demand growth. The country's apparel market is driven mainly by menswear, which commands a 42% share of the total market. Women's wear holds a 37% share of the apparel market. The major challenges in the Indian apparel industry are increasing competition, sustained discounting that is expected to moderate margins and product obsolescence due to ever- evolving fashion trends.

#### **Impact of Covid-19 Pandemic on Textile & Apparel Industry:**

Taking into account India's position as a preferred destination for sourcing textile and apparel products by leading brands worldwide, Indian garmenting sector is getting impacted with deferment and cancellation of orders. During the year, the Company continued to offer innovative products and service. The fag end of FY 2019-20 saw an unprecedented scenario unfold through the COVID-19 pandemic, which brought in its wake a nationwide lockdown imposed during last fortnight of March thereby affecting performance of all our businesses. This apart from causing liquidity and cost issues adversely impacted the industry in the short to mid term. The Company has taken steps to ensure the health and safety of its employees and customers. The Company has launched a comprehensive range of PPE product offerings that is getting encouraging response from customers. In the face of the business environment, it has also adopted a fundamental change in its financial strategy in an endeavour to emerge as a resilient and an agile organization. While the Company remains committed to concentrating on its core business, there is greater thrust on implementing stringent financial discipline. Measures are being undertaken, including extending support to our channel partners, to ensure seamless business continuity. Digital capabilities are being scaled up to reach out to channel partners, customers and employees. In line with the prevailing market conditions and unprecedented challenges, the Company has undertaken the process of cost rationalisation and various cost control measures related to sales and marketing, manpower, rentals and others to minimise the impact on business.

#### **b) Opportunities and Threats:**

- i. Currently the biggest threat is COVID 19 and its impact and aftermath it is expected that overall textile business will be severely affected which would result in various job losses across the value chain.
- ii. First half of FY 21 is expected to be very tough and the second half is expected to give some relief to the business and the society in general if all the countries especially India is able to control the COVID 19 Pandemic.
- iii. Going ahead, there could be a positive side for textile business as USA and EU customers who will be looking for alternative for China, may move to other countries such as Vietnam, Bangladesh, India, etc. Hence it is expected that demand may increase in textile fabrics for exports, but we need to ensure that we prepare ourselves to take the advantage of the expected business which might drift away from China.

#### **c) Review and Analysis:**

- i. Due to weak domestic textile market through-out the year and COVID 19 break out in the second half of March, the turnover of the textile unit in the month for Dhamni and Process Plant in Kharsundi is lower by around 40 % from that in the previous year. Exports have decreased by 79.75%. The margins were under pressure due to the liquidity crunch and weak market sentiments.
- ii. For FY 21, the immediate focus shall be on the recovery of the outstanding and ensuring the earliest dispatches of the finished goods inventory to have a tighter control on the working capital and reigning in fixed costs to conserve cash. The Company has been able to achieve a recovery of over 90 %. PR and digital outreach, the association, plans to reach out to the end users and influencers to make them understand the value of a quality fabric delivers by tapping the entire gamut of marketing activities over a period of time. With these three strategic focus areas, the Ruby Liva association will ensure that the Indian consumers can now get fabrics with world-class quality, without any compromise.

**d) Outlook:**

- i. Overall, FY 21 is expected to be a tough year for the textile industry and major focus shall be on cost cutting measures, improving productivity, reduction in wastage and efforts on taking quality to next level and deriving efficiency to make products further cost competitive. Further, the division plans to make some structural changes in organization to make it lean and agile and focus will be on giving improved services to customers to retain market share.
- ii. Once we are through from the lock-down and the markets starts to reopen, the division expects to bounce back, with its new world-wide product range ensuring competitive products having anti-microbial, anti-viral features with different finishes along with growing focus on sustainability range of products.
- iii. It is a testing period for all of us, but with our good brand image and network in the market, the dependency on reliable reputed players in the market, we expect to be back on track soon.

**e) Risks and Concerns:**

Overall negative impact is expected across the industry due to current COVID-19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and it will take a good 6 to 8 months before we could see demand coming back in the Textile industry.

**2.2 Business Segment - Real Estate.****a) Industry Structure and Development:**

- i. The Indian real estate industry is one of the largest generators of economic activity and is a contributor for a significant part of its GDP. The real estate sector has strong linkages with various other industries such as cement, steel, paints, etc. Pre Covid 19, the real estate sector was expected to contribute 13% of India's GDP by 2025 and reach a market size of USD 1 trillion by 2030. In 2017 the realty sector contributed about 6-7 percent to India's GDP.
- ii. The Government has introduced several initiatives as part of its continuous endeavour to boost the sector, ₹ 25,000 Crores alternate investment fund aimed at reviving stalled housing projects and alleviate financial stress faced by developers and home buyers being notable ones among them. The Government has announced plans to invest INR 105 lac Crores in infrastructure over the next 5 years. The Government is also launching schemes to help infrastructure developers to improve their cash flow and repay debt. Home loan rates have now been linked to the Repo Rate and hence are at the lowest in a decade thus increasing affordability in the housing space.
- iii. The commercial leasing segment demand recorded a 40% increase in gross absorption over last year to reach 69.4 million sq ft. IT/ITeS sector continues to be the largest demand driver with a share of 42% of the leasing activity followed by co-working spaces, BFSI and other industrial occupiers. The warehousing sector also continued to benefit from government policy initiatives such as the Goods and Services Tax (GST) implementation, global trade dynamics and evolving consumption patterns. Demand for high-quality logistics facilities and increasing market maturity is expected to further drive the growth in the warehousing space.
- iv. The month of March saw the world being impacted by the COVID-19 pandemic and the nation going into a lockdown. The lockdown disrupted the normal business activities and created pressure on absorption and collections. We are closely monitoring the situation as the events unfold to ensure that the Company responds in a timely manner in the interest of the business. However, the pandemic will bring about many long-term changes to how we do business. This will also open a lot of new opportunities for growth of the business.

**b) Opportunities and Threats:**

It is expected that for the commercial real estate due to the increasing number of grade-A office spaces for start-ups, co-working places and e-commerce. IT parks and commercial offices are now at par with the DCPR2034 and new projects location with modern amenities will emerge as an exemplary trend for

commercial real estate growth. Rentals in commercial realty will moderate and help catalyse growth as investors tend to rent a commercial space rather than buying it.

The demonetization exercise in November 2016 put brakes on the growth of the real estate market as it made the rampant use of cash in real estate transactions in Residential segment (prevalent earlier) more difficult. Further, the Real Estate Regulation Act (RERA) that was passed by the Centre in 2016 and most states in 2017 put a lot of onus on builders which further halted new offerings in the residential space.

**c) Outlook:**

In the mid to long term, the radical changes in the regulatory policies and taxation system introduced by the government is sure to accelerate the sector's growth. The fundamentals of primary demand in it is a testing period for all of us, but with our good brand image and network in the market, the dependency on reliable reputed players in the market, we expect to be back on track soon. the sector continue to remain strong with increase in disposable incomes, rapid urbanization. Market share of organized and corporate players will continue to grow. The Company is uniquely poised to capitalize on the opportunity provided by the changing real estate environment and become one of the top players in the sector in the coming years.

**d) Segment Review and Analysis**

The commercial projects in Dadar "The Ruby", continue to operate at an optimum level of occupancy.

**e) Risks and Concerns:**

- i. Indian GDP growth is forecasted to drop significantly in FY 21, particularly due to Covid 19 pandemic and projected to revive in FY 22. Since real estate as a sector is highly correlated to GDP performance, growth of the sector may remain muted.
- ii. The sector continues to face substantial procedural delays with regards to land use, project launches and construction approvals. Delays in launching government policies may impact profitability and affect the company's operating within the sector.

## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy on Corporate Governance:

Ethical dealings, transparency, fairness, disclosure and accountability are the main virtues set by our beloved Chairman Emeritus, Late Shri. Manharlal Chunilal Shah who has devoted 65 years of his life working towards the growth of The Ruby Mills. The Company believes in adopting and adhering to the best standards of corporate governance to all the stakeholders. We feel proud to belong to a Company whose visionary founder laid the foundation stone for good governance long back and made it an integral principle of the business. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. The Company's corporate governance is therefore based on the following principles:

- Appropriate composition, size of the Board and commitment to adequately discharge its responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Availability of information to the members of the Board and Board Committee to enable them to discharge their fiduciary duties.
- Adequate risk management and Internal Control.
- Protection of shareholders rights and priority for investor relations.
- Timely and accurate disclosure on all matters concerning operations and performance of the Company.

The Company understands and respects its fiduciary role and responsibility to its shareholders. The report on the Company's corporate governance, as per the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

### 2. Board of Directors :

The composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time. Your Company's Board is a professionally managed Board, consisting of 11 (Eleven) Directors in all, categorized as under:

#### i. Composition of Board of Directors:

During the financial year 2019-20, the Board of Directors comprised of 1 (One) Executive Chairman, 2 (Two) Managing Directors, 1 (One) Executive Director along-with 7 (Seven) Non-Executive Directors.

Since the Chairman is an Executive Chairman the requirement of half of the Board of Directors as Independent Directors is met with by the Company in view of 6 (Six) Independent Directors out of a total of 11 (Eleven) Directors. The non-executive Independent Directors are eminent professionals and have experience in the field of finance, taxation, management, administration and law, bringing a wide range of expertise and experience to the Board.

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

The Board does not have any Nominee Director on its board representing any institution.

#### Composition of the Board and category of Directors:-

| Sr. No. | Name                | Category                     |
|---------|---------------------|------------------------------|
| 1.      | Shri Hiren M. Shah  | Promoter, Executive Chairman |
| 2.      | Shri Bharat M. Shah | Promoter, Managing Director  |
| 3.      | Shri Viraj M. Shah  | Promoter, Managing Director  |

|     |                                |                                     |
|-----|--------------------------------|-------------------------------------|
| 4.  | Shri Purav Hiren Shah          | Whole time Director & CEO           |
| 5.  | Smt. Aruna M. Shah             | Promoter, Non-executive Director    |
| 6.  | Shri Shardul J. Thacker        | Independent Non- Executive Director |
| 7.  | Shri Deepak R. Shah            | Independent Non- Executive Director |
| 8.  | Shri Yogen S. Lathia           | Independent Non- Executive Director |
| 9.  | Shri Mehernosh Rusi Currawalla | Independent Non- Executive Director |
| 10. | Shri Pradip Narottamdas Kapasi | Independent Non- Executive Director |
| 11. | Smt. Jasvanti Amar Patel       | Independent Non- Executive Director |

## ii. Board Procedure and Access to information

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

During the year 2018-19, the Board met 5 (Five) times on the following dates 30<sup>th</sup> May, 2019, 6<sup>th</sup> August, 2019, 20<sup>th</sup> September, 2019, 11<sup>th</sup> November, 2019 and 13<sup>th</sup> February, 2020.

### Attendance of each Director at the Board Meeting and last Annual General Meeting and number of Chairmanship/ membership in other companies Board committees are given in following table.

| Name of Director               | Status Executive/ Non-Executive | No. of Board Meetings held | No. of Board Meetings attended | Attendance at last AGM | No. of Directorship in other Cos. |      | No. of Chairmanship/ membership in other Board/ Committee |            |
|--------------------------------|---------------------------------|----------------------------|--------------------------------|------------------------|-----------------------------------|------|---|------------|
|                                |                                 |                            |                                |                        | Public                            | Pvt. | Chairmanship  | Membership |
| Shri. Hiren M. Shah            | EC                              | 5                          | 5                              | Yes                    | -                                 | 4    | -   | -          |
| Shri Bharat M. Shah            | MD                              | 5                          | 4                              | Yes                    | -                                 | 4    | -   | -          |
| Shri. Viraj M. Shah            | MD                              | 5                          | 4                              | Yes                    | -                                 | 4    | -   | -          |
| Smt. Aruna M. Shah             | NED                             | 5                          | 5                              | Yes                    | -                                 | -    | -   | -          |
| Shri Shardul J. Thacker        | NED/ ID                         | 5                          | 4                              | Yes                    | 1                                 | 3    | -   | -          |
| Shri Deepak R. Shah            | NED/ID                          | 5                          | 4                              | Yes                    | 2                                 | -    | 1   | 4          |
| Shri Yogen S. Lathia           | NED/ ID                         | 5                          | 5                              | Yes                    | -                                 | 2    | -   | -          |
| Shri Purav Hiren Shah          | WTD                             | 5                          | 5                              | Yes                    | -                                 | 3    | -   | -          |
| Shri Mehernosh Rusi Currawalla | NED/ ID                         | 5                          | 3                              | Yes                    | -                                 | 4    | -   | -          |
| Shri Pradip Narottamdas Kapasi | NED/ ID                         | 5                          | 5                              | Yes                    | -                                 | 1    | -   | -          |
| Smt. Jasvanti Amar Patel       | NED/ ID                         | 0                          | 0                              | Not Applicable         | -                                 | -    | -   | -          |



**Directorship in other listed Companies:**

| Sr No. | Name of Director | Name of Company                 | Category                             |
|--------|------------------|---------------------------------|--------------------------------------|
| 1.     | Deepak R. Shah   | Marathon Nextgen Realty Limited | Non-Executive - Independent Director |
| 2.     | Deepak R. Shah   | Siyaram Silk Mills Limited      | Non-Executive - Independent Director |

**Note:**

- The Directorships held by Directors mentioned above do not include Alternate Directorship and Directorship in Foreign Companies, Section 8 Companies.
- In accordance with Regulation 26 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only the Audit Committees and Shareholders/Investors Grievance Committee in all Public Limited Companies (excluding The Ruby Mills Limited) have been considered.
- Membership Includes Chairmanship of Committee.

**iii. Inter-se relationships among Directors**

| Sr. No. | Name of Director               | Inter - se Relationship  |
|---------|--------------------------------|--|
| 1.      | Shri. Hiren M. Shah            | Son of Smt. Aruna Shah, Father of Shri. Purav Shah and Brother of Shri. Bharat Shah & Shri. Viraj Shah |
| 2.      | Shri Bharat M. Shah            | Son of Smt. Aruna Shah and Brother of Shri. Hiren Shah & Shri. Viraj Shah                              |
| 3.      | Shri. Viraj M. Shah            | Son of Smt. Aruna Shah & Brother of Shri. Hiren Shah & Shri. Bharat Shah                               |
| 4.      | Smt. Aruna M. Shah             | Mother of Shri. Hiren M. Shah, Shri Bharat M. Shah & Shri. Viraj M. Shah                               |
| 5.      | Shri. Purav Hiren Shah         | Son of Shri. Hiren Shah  |
| 6.      | Shri Deepak R. Shah            | No Relation  |
| 7.      | Shri Yogen S. Lathia           | No Relation  |
| 8.      | Shri Shardul J. Thacker        | No Relation  |
| 9.      | Shri Mehernosh Rusi Currawalla | No Relation  |
| 10.     | Shri Pradip Narottamdas Kapasi | No Relation  |
| 11.     | Smt. Jasvanti Amar Patel       | No Relation  |

**iv. Code of Conduct**

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Managements. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on March 31, 2020 and a declaration to that effect signed by the Chief Executive Officer and Whole Time Director is given below.

I hereby confirm that

“The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2019-20.”

**Purav H. Shah**

**Chief Executive Officer & Whole Time Director**  
**DIN No. 00123460**

**v. Skills/Expertise/Competence of the Board of Directors:**

**In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:**

| <b>Skills and its description</b>  | Shri. Bharat Shah | Shri. Hiren Shah | Shri. Viraj Shah | Smt. Aruna Shah | Shri. Purav Shah | Shri Deepak R. Shah | Shri Yogen S. Lathia | Shri Shardul J. Thacker | Shri Mehernosh Rusi Currawalla | Shri Pradip Narottamdas Kapasi | Smt. Jasvanti Amar Patel |
|--|-------------------|------------------|------------------|-----------------|------------------|---------------------|----------------------|-------------------------|--------------------------------|--------------------------------|--------------------------|
| Leadership experience of running large enterprise                                      | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              |                          |
| Experience of crafting Business Strategies   | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              | ✓                        |
| Understanding of Consumer and Customer Insights in diverse environments and conditions | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              | ✓                        |
| Finance and Accounting Experience  | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              | ✓                        |
| Experience in overseeing large and complex Supply Chain                                | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              |                          |
| Understanding use of Digital / Information Technology                                  | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              |                          |
| Experience of large companies and understanding of the changing regulatory landscape   | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              | ✓                        |
| Communication and Negotiation Skill  | ✓                 | ✓                | ✓                | ✓               | ✓                | ✓                   | ✓                    | ✓                       | ✓                              | ✓                              | ✓                        |

**vi. Confirmation:**

In the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

During the financial year 2019-20, none of the Independent Directors tendered their resignation.

**vii. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:**

- The provisions of Section 149 and 152(6) of the Companies Act, 2013 and rules made thereunder, stipulate that at least 1/3<sup>rd</sup> of the 2/3<sup>rd</sup> of the Directors of the Company other than Independent Directors, are liable to retire by rotation every year. Accordingly, **Shri Purav Shah (DIN: 00123460)** retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

**3. Board Committees**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/ scope. The Board has established various Committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee. The minutes of the meetings of all committees are placed before the Board for discussion/noting.

**i. Audit Committee**

Audit committee has been formed in line with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Regulations read with Part C of Schedule II.

**The terms of reference of the Audit Committee are broadly as under:**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of auditors and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval;
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices along with reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;

- Scrutiny of inter-corporate loans and investments
- Valuation of undertaking or assets of the company, whenever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with the internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism;
- Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc., of the candidate; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

**The Audit Committee shall mandatorily review the following:**

- Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses;
  - The appointment, removal and terms of remuneration of the internal auditor; and
  - Statement of deviations.
- a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
- b) Annual statements of funds utilized for the purpose other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

Further, the audit committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable regulation or by way of good practice. This periodic review ensures that all areas within the scope of committee are reviewed.

The Audit Committee of the Company met 5 (Five) times during the year as per the dates mentioned below:

May 30, 2019, August 06, 2019, September 20, 2019, November 11, 2019 and February 13, 2020.

The Audit Committee of the Board comprises of 1(One) Executive Director and 3 (Three) Non-Executive Independent Directors. Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

The Composition of Audit Committee and the details of meetings attended by its members are given below:

| Name of the Audit        | Category of Directorship             | Status   | Number of Audit Committee Meetings held and attended during the Year |                 |                    |                   |                   | No. of Meetings attended |
|--------------------------|--------------------------------------|----------|--|-----------------|--------------------|-------------------|-------------------|--------------------------|
|                          |                                      |          | May 30, 2019   | August 06, 2019 | September 20, 2019 | November 11, 2019 | February 13, 2020 |                          |
| Shri. Deepak R. Shah     | Non-Executive Director - Independent | Chairman | ✓  | ✓               | ✓                  |                   | ✓                 | 4/5                      |
| Shri. Shardul J. Thacker | Non-Executive Director - Independent | Member   | ✓  |                 | ✓                  | ✓                 | ✓                 | 4/5                      |
| Shri. Yogen Lathia       | Non-Executive Director - Independent | Member   | ✓  | ✓               | ✓                  | ✓                 | ✓                 | 5/5                      |
| Shri. Bharat M. Shah     | Managing Director                    | Member   | ✓  | ✓               | ✓                  |                   | ✓                 | 4/5                      |

There was no changes in the Composition of Audit committee during the year under review.

The Chief Financial Officer, Chief Executive Officer and the representative of Statutory Auditor, Internal Auditor and Secretarial Auditor were also invited to attend the Audit Committee meetings. Shri Deepak Shah was present at 103<sup>rd</sup> Annual General Meeting of the Company held on September 20, 2019 to attend and reply to the shareholders queries.

The Company generally considers and reviews all items listed in the applicable acts and regulations. The Committee mandatorily reviews information as per the requirement of applicable acts and regulations and such other matters as considered appropriate by it or referred to it by Board.

## ii. Nomination and Remuneration Committee:

The Board of Directors of the Company has constituted the Nomination and Remuneration Committee in conformity with and keeping a good balance with the requirements under provisions of Section 178 of the Companies Act, 2013 and is in line with the provisions of the relevant requirements of Securities and Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 to determine and review the remuneration package of Managing/Whole-time/Executive/Independent Directors, Key Managerial Person and senior officers of the Company, evaluating performance of directors/senior officer and to deal with other matters related to appointment and removal of managerial/ directors/ senior personnel

### Brief description of Terms of Reference:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- To formulate the criteria for evaluation of performance of independent directors and the board of directors;
- To devise a policy on diversity of board of directors;
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- To decide 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;
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

Further, the Nomination and Remuneration Committee ensures that it has reviewed each area that is required to review under its terms of reference and under applicable acts/ regulation or by way of good practice.

Nomination and Remuneration Committee Meeting of the Company was held on August 06, 2019 and February 13, 2020 during the financial year ended March 31, 2020. Presently, the Company does not have any Stock Option Scheme.

**The Composition of Nomination and Remuneration Committee and the details of meetings attended by its members are given below:**

| Name of the Remuneration Committee Member | Category of Directorship             | Status   | Number of NRC Meetings held and attended during the Year |                   | No. of Meetings Attended |
|---|--------------------------------------|----------|--|-------------------|--------------------------|
|   |                                      |          | August 06, 2019  | February 13, 2020 |                          |
| Shri. Yogen S. Lathia                     | Non-Executive Director - Independent | Chairman | ✓  | ✓                 | 2/2                      |
| Shri Shardul J. Thacker                   | Non-Executive Director - Independent | Member   |  | ✓                 | 2/2                      |
| Shri. Deepak R. Shah                      | Non-Executive Director - Independent | Member   | ✓  | ✓                 | 2/2                      |

### Remuneration Policy

The remuneration policy for working directors is in line with the other peer Companies and reviewed periodically. The payment of remuneration is duly approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and the Shareholders.

The performance evaluation criteria for Independent Directors and criteria of making payments to Non-Executive Directors forms part of Nomination cum Remuneration Policy which has been uploaded on the Company's website at the following link- <http://site.rubymills.com/investors/policies/nomination-cum-remuneration-policy>

### Directors Remuneration

**Details of remuneration paid to Managing Directors and Whole-time Directors for the year ended March 31, 2020 are as follows:-**

All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;

(Amount In ₹)

| Name of Director   | Shri H. M. Shah    | Shri B. M. Shah    | Shri V. M. Shah    | **Shri P. H. Shah         |
|--|--------------------|--------------------|--------------------|---------------------------|
| Designation  | Executive Chairman | Managing Director  | Managing Director  | Whole time Director & CEO |
| Salary (₹)   | 1,19,04,000        | 1,19,04,000        | 1,19,04,000        | 62,22,000                 |
| *Value of Perquisite (₹)   | 96,000             | 96,000             | 96,000             | 2,36,400                  |
| Contribution to PF (₹)   | 14,28,480          | 14,28,480          | 14,28,480          | 7,46,640                  |
| details of fixed component and performance linked incentives, along with the performance criteria;                                 | -                  | -                  | -                  | -                         |
| service contracts, notice period, severance fees;  | -                  | -                  | -                  | -                         |
| stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable. | -                  | -                  | -                  | -                         |
| <b>Total</b>   | <b>1,34,28,480</b> | <b>1,34,28,480</b> | <b>1,34,28,480</b> | <b>72,05,040</b>          |

\* Value of perquisites include Telephone, vehicle expense etc.

### Sitting Fees & Commission paid to Non-executive Directors

The Non-Executive Directors are paid sitting fees at the rate of \* ₹ 20,000/- for attending each meeting of the Board and Audit Committees and ₹ 7,500/- for attending each meeting of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship/ Shareholders/ Investor Grievance Committee respectively. There has been no pecuniary relationship or transactions of the Non-Executive Directors with the Company.

In respect of the financial year 2019-20 the sitting fees paid/payable to the Non-Executive Directors are as detailed below.

(Amount In ₹ )

| Name                           | Total Sitting fees paid |
|--------------------------------|-------------------------|
| Smt Aruna M. Shah              | 1,07,500                |
| Shri Shardul J. Thacker        | 1,75,000                |
| Shri Deepak R. Shah            | 1,82,500                |
| Shri Yogen S. Lathia           | 2,15,000                |
| Shri Mehernosh Rusi Currawalla | 60,000                  |
| Shri Pradip Narottamdas Kapasi | 1,00,000                |

**Note:** No commission is paid to any of the Directors.

### iii. Stakeholders Relationship Committee:

#### Brief Description of Terms of Reference:

The brief terms of reference of the Committee includes resolving grievances of all the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, and non-receipt of declared dividend. Stakeholders Relationship Committee has the mandate to review and redress shareholder grievances.

Stakeholders Relationship Committee Meeting of the Company was held on February 13, 2020 during the financial year ended March 31, 2020.

The Composition of Stakeholders Relationship Committee of the Board comprises of 4 (four) members and the details are given below:-

| Name of the Stakeholders Relationship Committee Member | Category of Directorship | Status   | Number of SRC Meetings held and attended during the year | No. of Meetings Attended |
|--|--------------------------|----------|--|--------------------------|
| Shri. Deepak R. Shah                                   | Independent Director     | Chairman | ✓  | 1/1                      |
| Shri. Hiren M. Shah                                    | Executive Chairman       | Member   | ✓  | 1/1                      |
| Shri. Bharat M. Shah                                   | Managing Director        | Member   | ✓  | 1/1                      |
| Shri. Viraj M. Shah                                    | Managing Director        | Member   |  | 0/1                      |

#### Name & Designation of Compliance Officer:

The Board on recommendation of Nomination and Remuneration Committee appointed Mr. Pranav Maru as Compliance Officer and Company Secretary with effect from March 02, 2020 pursuant to resignation of Ms. Naina Kanagat w.e.f. October 25, 2019.

A statement of various complaints received and redressed by the Company during the year financial ended March 31, 2020 is given below:

| <b>Name of Complaint</b>                 | <b>Number of Investors' Complaint pending at the beginning of the year</b> | <b>Number of Investors' Complaint received during the year</b> | <b>Number of Investors' Complaints disposed of during the year</b> | <b>Number of Investors' Complaints remaining unresolved at the end of the year</b> |
|--|--|--|--|--|
| Non Receipt of Annual Report             | -  | -  | -  | -  |
| Non Receipt of Dividend Warrants         | -  | -  | -  | -  |
| Non Receipt of Bonus Shares              | -  | -  | -  | -  |
| Request for Duplicate Share Certificates | -  | -  | -  | -  |
| Non Receipt of Share Transferred         | -  | -  | -  | -  |
| Others                                   | -  | -  | -  | -  |
| Letters from Stock Exchanges/SEBI        | -  | -  | -  | -  |
| Ministry of Corporate Affairs            | -  | -  | -  | -  |
| <b>Total</b>                             | <b>NIL</b>   | <b>NIL</b>   | <b>NIL</b>   | <b>NIL</b>   |

#### **Compliance Certificate**

Compliance Certificate for Corporate Governance from Statutory Auditors of the Company is annexed to this report.

#### **iv. Corporate Social Responsibility Committee**

The Board of Directors of the Company has constituted Corporate Social Responsibility Committee in line with the provisions of Section 135 and Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

##### **Brief description of Terms of Reference:**

To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 to recommend the amount of expenditure to be incurred on the activities; and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Corporate Social Responsibility Committee Meeting of the Company was held on May 30, 2019 during the financial year 2019-20.

The Composition of Corporate Social Responsibility Committee of the Board comprises of 3 (three) members and the details of meetings attended by its members are given below:

| <b>Name of the Corporate Social Responsibility Committee Member</b> | <b>Category of Directorship</b> | <b>Status</b> | <b>No. of meetings attended</b> |
|---|---------------------------------|---------------|---------------------------------|
| Shri Shardul J. Thacker   | Independent Director            | Member        | 1/1                             |
| Smt. Aruna M. Shah  | Non-executive Director          | Member        | 1/1                             |
| Shri Hiren M. Shah  | Executive Chairman              | Chairman      | 1/1                             |

#### **v. Risk Management Committee**

The Risk Management Committee is responsible for formulating a Risk Management Policy which shall indicate the procedure and measures to be taken to identify and minimize the risks impacting the Company's



business; to recommend the Board members about risk assessment and minimization procedure; and to monitor the implementation of recommendations made by committee to the Board.

As the Risk Management Committee is not applicable to the Company and as at present there is no identifiable risk which in the opinion of the Board may threaten the existence of the Company, there was no meeting held of Risk Management Committee in the year of 2019-20.

The Risk Management Committee of the Board comprises of 3 (Three) executive directors of the Company:-

| Name of the Risk Management Committee Member | Category of Directorship                     | Status   |
|--|--|----------|
| Shri. Hiren M. Shah                          | Executive Chairman                           | Chairman |
| Shri. Viraj M. Shah                          | Managing Director                            | Member   |
| Shri. Purav H. Shah                          | Executive Director & Chief Executive Officer | Member   |

#### 4. Independent Directors Meeting:

Amid the Coronavirus outbreak, the General Circular No. 11/2020 dated March 24, 2020 by Ministry of Corporate Affairs for had given exemption for holding separate meeting for Independent Directors without attendance of non-independent directors and other members of management for the Financial Year 2019-20. However the Company held the meeting on July 22, 2020 for performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was reviewed and evaluated, taking into account the views of Executive Director and Non-Executive Directors.

#### 5. General Body Meetings:

The details of Annual General Meetings held in last three years are as under:-

| AGM               | DAY    | DATE               | TIME     | VENUE  | Details of the Special Resolutions   |
|-------------------|--------|--------------------|----------|--|--|
| 103 <sup>rd</sup> | Friday | September 20, 2019 | 4.30 pm  | Ruby House, J.K. Sawant Marg, Dadar, Mumbai-400028     | 1. Re-appointment of Shri. Shardul J. Thacker (DIN: 00153001) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.  |
| 102 <sup>nd</sup> | Friday | 27/09/2018         | 4:30 p.m | Ruby House, J.K. Sawant Marg, Dadar (W), Mumbai-400028 | <ol style="list-style-type: none"> <li>Continuation of term of Smt. Aruna Manharlal Shah as Non-Executive Director due to attainment of age of 75 years.</li> <li>Ratification of Cost Auditor Remuneration.</li> <li>Appointment of Shri Mehernosh Rusi Currawalla as an Independent Director of the Company</li> <li>Appointment of Shri Pradip Narottamdas Kapasi as an Independent Director of the Company.</li> <li>Appointment of Shri Purav Hiren Shah, Chief Executive Officer as an Executive Director of the Company and to fix his remuneration.</li> <li>Revision in remuneration payable to Shri Hiren M. Shah, Executive Chairman of the Company, with effect from 1<sup>st</sup> June, 2018.</li> <li>Revision in remuneration payable to Shri Bharat M. Shah, Managing Director of the Company, with effect from 1<sup>st</sup> June, 2018.</li> </ol> |

|                   |           |                    |         |   |   |
|-------------------|-----------|--------------------|---------|---|---|
|                   |           |                    |         |   | <p>8. Revision in remuneration payable to Shri Viraj M. Shah, Managing Director of the Company, with effect from 1<sup>st</sup> June, 2018.</p> <p>9. Re-appointment of Shri Hiren M. Shah as the Executive Chairman of the Company w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 and to fix his remuneration w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</p> <p>10. Re-appointment of Shri Bharat M. Shah as Managing Director of the Company w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 and to fix his remuneration w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</p> <p>11. Re-appointment of Shri Viraj M. Shah as Managing Director of the Company w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 and to fix his remuneration w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</p> |
| 101 <sup>st</sup> | Wednesday | September 27, 2017 | 4:30 pm | Ruby House, J.K. Sawant Marg, Dardar, Mumbai-400028 | <p>1. Ratification of Cost Auditor Remuneration.</p> <p>2. Re-designation of Shri Hiren M. Shah as Executive Chairman of the Company and approval for remuneration for two years from April 01, 2017 to March 31, 2019.</p> <p>3. Re-designation of Shri Bharat M. Shah as Managing Director of the Company and approval for remuneration for two years from April 01, 2017 to March 31, 2019.</p> <p>4. Re-designation of Shri Viraj M. Shah as Managing Director of the Company and approval for remuneration for two years from April 01, 2017 to March 31, 2019.</p> <p>5. Alteration of Articles of Association of the Company</p>   |

a. Whether special resolutions were put through postal ballot last year? Yes

b. Whether special resolutions were put through postal ballot this year? No

**i. Particulars of Resolution passed through Postal Ballot:**

| Sr. No. | Date of passing Resolution   | Particular   |
|---------|------------------------------|--|
| 1.      | 30 <sup>th</sup> March, 2019 | 1. Approval of Remuneration payable to Shri Purav H. Shah, Chief Executive Officer & Whole time Director of the Company, with effect from April 01, 2018 to March 31, 2021 |

**ii. Details of voting pattern:**

| Sr. No. | Particulars                 | Votes Polled in favour | Votes polled in against |
|---------|-----------------------------|------------------------|-------------------------|
| 1.      | Promoter and Promoter Group | 1,25,23,420            | 0                       |
| 2.      | Public Institutions         | 0                      | 0                       |
| 3.      | Public Non Institutions     | 6,53,820               | 3,077                   |
|         | <b>Total</b>                | <b>1,31,77,240</b>     | <b>3,077</b>            |

### **iii. Details of person who conducted the postal ballot exercise:**

Shri Makarand M. Joshi, Patner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, Mumbai was appointed as Scrutinizer for overseeing the Postal Ballot process for the above mentioned Postal Ballot resolution. The procedure prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 has been followed for the Postal Ballot conducted during the year for the resolution mentioned above.

### **iv. Procedure for Postal Ballot:**

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of “National Securities Depository Limited (NSDL)”, for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

The Company despatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/ list of beneficiaries as on a cut off date. The postal ballot notice is sent to members in electronic form to the email address registered with their depository participants (in case of dematerialised shareholding)/the Company’s registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits her report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman or in his absence by any of Directors duly authorized by the Company. The results are also displayed on the website of the Company, [www.rubymills.com](http://www.rubymills.com), besides being communicated to the Stock Exchanges, Registrar and Share Transfer Agent. The last date specified by the company for receipt of duly completed postal ballot forms or for e-voting is deemed to be the date of passing of the resolution. The requisite electronic voting facility is also made available for annual general meetings as explained in respective notices.

### **v. Special Resolution proposed to be passed by way of Postal Ballot at AGM**

None of the business proposed to be transacted at the ensuing AGM, require the passing of a special resolution by way of postal ballot.

## **6. No Extra Ordinary General Meeting was held.**

## **7. Familiarisation Programme**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail, the Compliance required from him under the Act, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company’s operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company’s and its subsidiaries/ associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. Details of the programme for familiarisation of Independent Directors with the working of the Company are available on the website of the Company and can be accessed on <http://site.rubymills.com/investors/familiarisation-programme-for-independent-directors>.

## 8. Disclosures

### a. Disclosure regarding materially significant related party transactions :

During the year under review, besides the transactions reported in Directors Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board for its approval. Transactions with related parties, as per requirements of Companies Act, 2013 and Indian Accounting Standard 24, are disclosed in Note No. 45 to the Accounts and in the Directors Report part of the Annual Report and they are not in conflict with the interest of the Company at large. The board has approved a policy on related party transactions which has been uploaded on the Company's website at the following link <http://site.rubymills.com/investors/policies/related-party-transactions>

### b. Disclosure of non-compliance by the Company

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

### c. Whistle blower and Vigil Mechanism policy:

The Company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice. The said policy has been also put up on the website of the Company at the following link- <http://site.rubymills.com/investors/policies/vigil-mechanismwhistle-blower-policy>

### d. The Company has complied with the Mandatory requirements regarding the Board of Directors, Audit Committees and other Board Committees and other disclosures as required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance in respect of non-mandatory requirement the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

#### i. Maintenance of the Chairman's Office:

The Company has an Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non-Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him whenever needed, in performance of his duties.

#### ii. Shareholders' Rights:

Un-audited quarterly financial results are sent to the stock exchanges and published in the newspapers as per the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

#### iii. Modified opinion(s) in audit report:

There are no qualifications in the Auditor's Report on the financial statements to the Shareholders of the Company.

#### iv. Reporting of internal auditor:

The Internal Auditor directly reports to the Audit Committee.

**e. Hedging of Risk:**

Company is not having material exposure to foreign exchange and there is a natural hedging available in terms of exports made by the Company.

In respect of price risk of raw materials used for manufacturing purpose the same is taken care of as per industry requirement.

**f. Preferential Allotment**

There has been no preferential allotment or qualified institutions placement done by the Company during the financial year.

**9. Disclosures of the Compliances:**

The Company has disclosed about the Compliance of regulations in respect of Corporate Governance under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on its website i.e. [www.rubymills.com](http://www.rubymills.com)

**10. CEO/CFO Certification:**

Chief Executive Officer and Chief Financial Officer have issued necessary certificate in accordance with Regulation 17(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the financial year ended March 31, 2020 and the same is annexed and forms part of the Annual Report.

**11. Declaration regarding Code of Conduct:**

Board has laid down a Code of Conduct and Ethics for all Board Members and Senior Management Personnel of the Company. The code has been circulated to all the Board Members and senior management and the same is available on the Company's website at the following link - <http://www.rubymills.com/investors/code-of-conduct>. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the Financial Year 2019-20. Declaration by CEO is annexed and forms part of the Annual Report.

**12. Number of shares or convertible instruments of the Non- executive Directors in the Company:-**

| Sr. No. | Name of Non-Executive Director | No. of Shares Held |
|---------|--------------------------------|--------------------|
| a)      | Smt. Aruna M. Shah             | 13,27,720          |
| b)      | Shri Shardul J. Thacker        | Nil                |
| c)      | Shri. Deepak R. Shah           | Nil                |
| d)      | Shri. Yogen S. Lathia          | 1,600              |
| e)      | Shri Mehernosh Rusi Currawalla | 5,000              |
| f)      | Shri Pradip Narottamdas Kapasi | Nil                |
| e)      | Smt. Jasvanti Amar Patel       | Nil                |

**13. Means of Communication Quarterly results:**

The quarterly, half yearly and annual results of the Company are published in newspapers viz The Financial Express and in Navshakti for the quarter ended, June 30, 2019, September 30, 2019, December 31, 2019 and March 31, 2020 respectively for the Financial Year 2019-20.

**14. Website:**

In compliance with Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining a website i.e <http://www.rubymills.com>.

com/investors, containing financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances. The company updates the contents of the website on a regular basis. Further, there are no presentations made to institutional investors or to the analysts.

## 15. General Shareholder Information

### a. Annual General Meeting to be held :

Day : Thursday  
 Date : 17<sup>th</sup> December, 2020  
 Time : 4.30 p.m.  
 Venue : Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai -400 028 via Video Conferencing (VC).

### b. Calendar of Financial Year: 2020-21

The Company follows April- March as the financial year.

|  |  |
|--|--|
| First Quarterly Unaudited Results                        | The Company has filed First quarter results on 30 <sup>th</sup> September, 2020* |
| Second Quarterly Unaudited Results                       | Within 45 days of the end of the quarter   |
| Third Quarterly Unaudited Results                        | Within 45 days of the end of the quarter   |
| Audited Yearly Results for the Year Ended March 31, 2021 | Before 30 <sup>th</sup> May, 2021  |

\* The Due Date for filing 1<sup>st</sup> quarter result for FY 2020-21 was 15<sup>th</sup> September, 2020

### c. Dividend:

During the year under review, the Company had declared an interim dividend at rate of 35% i.e. of 1.75 per share on 1, 67, 20,000 equity shares of ₹ 5/- each. The aggregate outflow on account of interim dividend was 2,92,60,000/- (exclusive of Dividend Tax of ₹ 60,14,479/-) Considering the interim dividend which was paid on March 02, 2020, in order to conserve the available resources, the Company has proposed not to recommend any final dividend on equity shares for the financial year ended March 31, 2020 and confirm the interim dividend as final dividend.

### d. Listing on Stock Exchanges at:

The Equity Shares of the Company are listed at

- i. BSE Limited - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
- ii. National Stock Exchange of India Ltd - Exchange Plaza, C-1, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

**Note:** Listing fees have been paid to the above Stock Exchanges for the year 2020-21.

### e. Stock / Company / Security / Common Code : Equity Shares.

- i. Bombay Stock Exchange, Mumbai : 503169
- ii. National Stock Exchange of India Limited : RUBYMILLS
- iii. ISIN : INE301D01026

### f. Market price Data :

The monthly high and low quotations and volume of shares traded at the National Stock Exchange of India Ltd and BSE Limited during the financial year 2019-20 are given below:

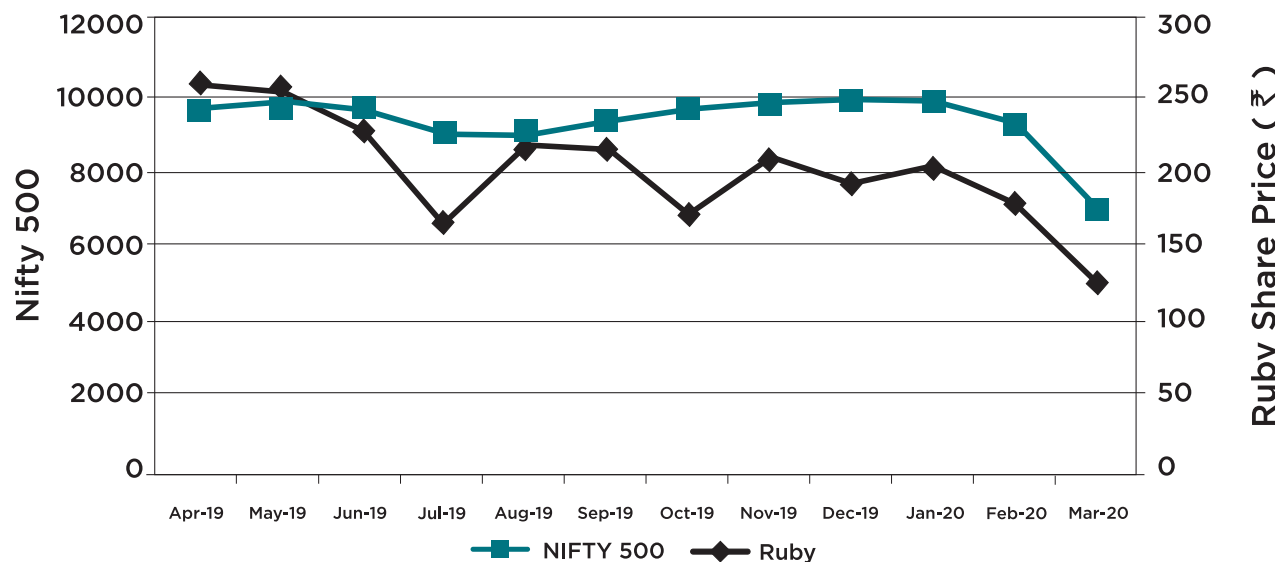
**Stock Price**  
**For the period: 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020**  
**Script Code: RUBYMILLS (NSE) 503169 (BSE)**

| Month  | NSE             |                |                                  | BSE             |                |                                  |
|--------|-----------------|----------------|----------------------------------|-----------------|----------------|----------------------------------|
|        | High Price<br>₹ | Low Price<br>₹ | Volume Traded<br>(No. of Shares) | High Price<br>₹ | Low Price<br>₹ | Volume Traded<br>(No. of Shares) |
| Apr-19 | 294.90          | 258.00         | 73,458                           | 294.85          | 255.40         | 12,574                           |
| May-19 | 267.00          | 236.60         | 1,28,461                         | 268.00          | 236.10         | 22,342                           |
| Jun-19 | 258.95          | 213.00         | 81,921                           | 257.00          | 212.35         | 7,507                            |
| Jul-19 | 234.80          | 160.35         | 1,02,245                         | 233.75          | 161.05         | 14,261                           |
| Aug-19 | 217.60          | 122.20         | 7,09,089                         | 218.60          | 122.25         | 1,58,806                         |
| Sep-19 | 261.30          | 210.00         | 5,49,702                         | 262.60          | 209.00         | 71,498                           |
| Oct-19 | 220.00          | 161.25         | 28,836                           | 217.50          | 160.45         | 17,150                           |
| Nov-19 | 228.00          | 170.00         | 34,798                           | 229.00          | 169.00         | 17,276                           |
| Dec-19 | 216.50          | 180.00         | 39,595                           | 219.00          | 178.65         | 16,114                           |
| Jan-20 | 242.70          | 180.60         | 65,247                           | 242.00          | 185.00         | 13,460                           |
| Feb-20 | 232.00          | 177.00         | 56,374                           | 232.05          | 176.05         | 10,105                           |
| Mar-20 | 192.15          | 103.50         | 60,977                           | 191.95          | 112.25         | 8,580                            |

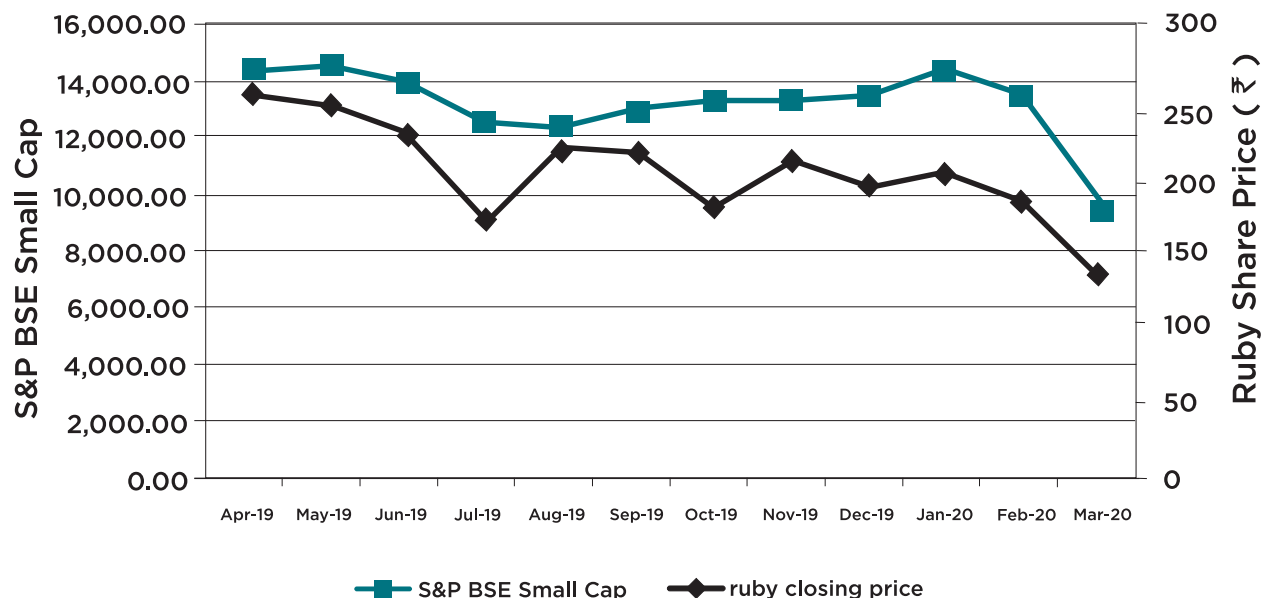
**g. Liquidity**

Shares of the Company are actively traded on BSE and NSE as is seen from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity for the investors.

**Performance in Comparison to broad-based indices such as NSE Nifty**



### Performance in Comparison to broad-based indices such as BSE Sensex



#### h. Registrar to issue and Share Transfer Agents :

The Company has engaged the services of Bigshare Services Private Limited, a SEBI registered Registrar as its Share Transfer Agents for processing the transfers, sub-division, consolidation, Splitting of Securities, etc. The requests for transfers, sub-division, consolidation, splitting of securities, demat and remat should be sent directly to Bigshare Services Private Limited. Shareholders have the option to open their accounts with either NSDL or CDSL as the Company has entered into Agreements with both these Depositories.

#### i. Share Transfer System:

The Company has appointed a Common Registrar for the physical transfer and dematerialisation of shares.

Presently the shares transfers which are received in physical form are processed by the Registrar and Share Transfer Agent and approved by the Share Transfer Committee of the Board and same are placed before Board Meeting. Shares certificates are registered and returned within the stipulated time of 15 days from the date of receipt, subject to transfer instruments being valid and complete in all respects. Physical Shares recorded for dematerialisation are processed and completed within the stipulated time if the documents are complete in all respects.

The Company obtains from a Company Secretary in Practice, half yearly certificates of Compliance with the Share transfer facilities as required under relevant regulations issued by Securities of Exchange Board of India and files a copy of certificate with the Stock Exchanges.

#### j. Secretarial Audit for Reconciliation of Share Capital:

A qualified Practicing Company Secretary carried out the Secretarial Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued/paid-up listed equity capital of the Company.

The Secretarial Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the dematerialisation form.

#### k. Outstanding GDRs / ADRs / Warrants or any Convertible instruments and their impact on equity

The Company does not have any outstanding GDRs / ADRs / warrants /convertible instruments.



## I. Distribution of Share holding

i. The shareholding distribution of equity shares as of 31<sup>st</sup> March, 2020 is given below:

| Sr. No. | Range            | Total Holders | % of Total Holders | Share Amount    | Percentage of shareholding |
|---------|------------------|---------------|--------------------|-----------------|----------------------------|
| 1       | 1 - 500          | 5986          | 87.1198            | 615866          | 3.6834                     |
| 2       | 501 - 1000       | 369           | 5.3704             | 283082          | 1.6931                     |
| 3       | 1001 - 2000      | 231           | 3.362              | 352755          | 2.1098                     |
| 4       | 2001 - 3000      | 93            | 1.3535             | 234869          | 1.4047                     |
| 5       | 3001 - 4000      | 48            | 0.6986             | 173100          | 1.0353                     |
| 6       | 4001 - 5000      | 27            | 0.393              | 119417          | 0.7142                     |
| 7       | 5001 - 10000     | 53            | 0.7714             | 367162          | 2.1959                     |
| 8       | 100001 and above | 64            | 0.9315             | 14573749        | 87.1636                    |
|         | <b>TOTAL</b>     | <b>6871</b>   |                    | <b>16720000</b> | <b>100.00</b>              |

ii. Shareholding pattern as on 31<sup>st</sup> March 2020:

| Sr. No. | Category                               | No. of Shares held | % of Share holding |
|---------|--|--------------------|--------------------|
| 1       | Promoters/Directors/Directors Relative | 1,25,23,420        | 74.90              |
| 2       | Resident Individuals                   | 34,12,086          | 20.41              |
| 3       | Private Corporate Bodies               | 6,44,169           | 3.85               |
| 4       | NRIs                                   | 1,04,326           | 0.62               |
| 5       | Clearing Members                       | 33,199             | 0.20               |
| 6       | Financial Institutions and Banks       | 2,800              | 0.02               |
|         | <b>TOTAL</b>                           | <b>1,67,20,000</b> | <b>100.00</b>      |

## m. Dematerialisation of equity Shares

As on March 31, 2020, 99.69% of the Company's total equity shares representing 1,66,67,396 shares are held in dematerialised form and the balance 0.31% representing 52,604 shares are in physical form.

## n. Plant Locations (Manufacturing Units)

| Dhamni Unit Address   | Kharsundi Unit Address   |
|---|--|
| Village Dhamni<br>Off. Savroli Kharpada Road,<br>Taluka Khalapur<br>Dist. Raigad. Pin: 410202 | Village Kharsundi<br>Savroli Kharpada Road<br>Taluka Khalapur<br>Dist. Raigad. Pin: 410202 |

## o. Address for Correspondence

Any query on Annual Report or Investors Grievance Redressal:  
By email: [info@rubymills.com](mailto:info@rubymills.com)  
By telephone: 022-24387800

**p. Investor Correspondence**

| For shares held in physical form  | For shares held in Demat form  |
|---|--|
| Bigshare Services Private Limited<br>1 <sup>st</sup> Floor, Bharat Tin Works Building<br>Opp. Vasant Oasis, Makwana Road, Marol, Andheri<br>(E) Mumbai - 400059<br>Tel : 022- 62638204<br>Email : investor@bigshareonline.com | Investors' concerned Depository Participant(s)<br>and/or Bigshare Services Private Limited |

**q. Unclaimed Dividends**

Section 124 of Companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

| Financial Year | Date of declaration of dividend | Dividend (%) | Dividend Per Share in (₹)* | Amount (₹)# |
|----------------|---------------------------------|--------------|----------------------------|-------------|
| 2012-13        | September 23, 2013              | 40           | 2.00                       | 41,636.00   |
| 2013-14        | September 24, 2014              | 40           | 2.00                       | 14,124.00   |
| 2014-15        | September 30, 2015              | 50           | 2.50                       | 73,557.00   |
| 2015-16        | March 05, 2016                  | 25           | 1.25                       | 44,730.00   |
| 2016-17        | September 27, 2017              | 35           | 1.75                       | 73,861.00   |
| 2017-18        | September 28, 2018              | 35           | 1.75                       | 74,977.00   |
| 2018-19        | September 20, 2019              | 35           | 1.75                       | 94,874.50   |
| 2019-20        | February 13, 2020               | 35           | 1.75                       | NIL         |

\* Share of paid - up value of ₹ 5.00 each from 2012-13

# Amount unclaimed as on 31<sup>st</sup> March, 2020

Members who have so far not encashed their dividend warrants/DD are requested to write to the Company/Registrar to claim the same, to avoid transfer to IEPF.

Members are also requested to note that in accordance to Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Hence members who have so far not encashed dividend warrant for the aforesaid years are requested to approach the Company's Registrar and Transfer Agent immediately.

Members are requested to note that no claims shall lie against the Company in respect of unclaimed dividend amount and/or shares transferred to IEPF Authority pursuant to the said Rules. For the information of shareholders, the Company regularly uploads the details of unpaid and unclaimed dividend on the website of the Company, as mandated by Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012. Shareholders may refer the same for information pertaining to their unclaimed dividends.

**r. Credit rating:**

Brickworks has given the credit rating of BB+ for Long Term Borrowings and A4+ for Short Term Borrowings. There has been no revisions in the Credit Rating obtained by the Company during the year.

## **16. Subsidiary Company**

The Company has no subsidiary and hence provisions for furnishing specific information are not applicable.

## **17. Certification from Company Secretary in practice**

Certificate from a Company Secretary in Practice M/s. Makarand M. Joshi & Co. Mumbai (FCS No. 5533, CP No. 3662), confirming 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 statutory authority, is annexed and forms part of the Report on Corporate Governance.

## **18. Recommendation of any committee of the board:**

During the year 2019-20, the Board of the Directors has accepted all the recommendations made by the committee to the Board of the Directors of the Company.

## **19. Remuneration to Statutory Auditors**

M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W-100036) the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company to the statutory auditor and all entities in the network firm / entity of which the statutory auditor is a part is ₹ 11.45 lakhs.

## **20. Disclosure Under The Sexual Harassment Of Women At Workplace Prevention, Prohibition & Redressal) Act, 2013**

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace. The Company also has an Internal Committee comprising of two male and two female members. During the year under review:-

- a) Number of complaints filed during the financial year : NIL
- b) Number of complaints disposed of during the financial year : NIL
- c) Number of complaints pending as on end of the financial year: NIL

## **21. Though at present the Company does not comply with some of the discretionary requirements under Part E of Schedule II of Listing Regulations, the Company is committed towards complying with Listing Regulations as a whole and will take suitable measures as and when appropriate.**

## Annexure H

### Business Responsibility Report 2019-20

#### Introduction

The Ruby Mills Limited is synonymous with quality and excellence since its inception in the year 1917. The Ruby Mills Limited has the core values of developing a sustainable business model flows from the top and permeates throughout the organization across business segments. These are the same values which act as the force behind our constant attempt to provide sustainable products.

We strongly believe that business and responsibility go hand-in-hand. Lasting value can only be created, if the right balance between the triple bottom lines of economic, environmental and social is achieved. This Business Responsibility Report is our demonstration of the triple bottom line approach covering the social, environmental and economic aspects of the business. In accordance with SEBI's proposed index and the nine principles of the Government of India's 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business', the report enunciates our plans and actions to build our business responsibly.

Our Mission statement perfectly sums up our pursuit of ethical dealing along with reliability:

"With our pursuit for Perfection, strong business Ethics and passion to deliver premium Quality fabrics, we endeavor to become the world's most reliable and trusted textile manufacturer."

#### Section A: General information about the Company

|     |   |   |
|-----|---|---|
| 1.  | Corporate Identity Number (CIN) of the Company  | L17120MH1917PLC000447   |
| 2.  | Name of the Company   | The Ruby Mills Limited  |
| 3.  | Registered address  | Ruby House, J. K. Samant Marg, Dadar Mumbai 400028  |
| 4.  | Website   | www.rubymills.com   |
| 5.  | Email ID  | info@rubymills.com  |
| 6.  | Financial year reported   | 2019-20   |
| 7.  | Sector(s) that the Company is engaged in (industrial activity code-wise)  | 1. Finishing of cotton and blended cotton textiles- 13131<br>2. Real Estate activities with own or leased properties-68100  |
| 8.  | List three key products / services that the Company manufactures / provides (as in Balance Sheet)   | Textile Manufacturing<br>Renting of Properties  |
| 9.  | Total number of locations where business activity is undertaken by the Company<br>a. Number of International Locations<br>b. Number of National Locations | (a) NA<br>(b)<br><ul style="list-style-type: none"> <li>• <b>Registered Office</b> at Ruby House, J. K. Samant Marg, Dadar Mumbai 400028</li> <li>• <b>The Spinning and Weaving Plant</b> at Village Dhamni Off. Savroli Kharpada Road, Taluka Khalapur Dist. Raigad. Pin: 410202</li> <li>• <b>The Process House</b> at Village Kharsundi Savroli Kharpada Road Taluka Khalapur Dist. Raigad. Pin: 410202</li> </ul> |
| 10. | Markets served by the Company - Local / State /National / International   | National  |

**Section B: Financial details of the Company**
**(Amount In Lakhs)**

|    |   |   |
|----|---|---|
| 1. | Paid-up capital   | 836.00  |
| 2. | Total turnover  | 19,301.45   |
| 3. | Total profit after taxes  | 2,769.53  |
| 4. | Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax | 70.40   |
| 5. | List of activities in which expenditure in 4 above has been incurred                      | Animal Welfare<br>Preventive Health Care<br>Food Distribution during COVID-19<br>Eradicating Hunger<br>Drought Relief |

**Section C: Other details**

|    |   |  |
|----|---|--|
| 1. | Does the Company have any subsidiary company/ companies   | NA   |
| 2. | Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)  | NA   |
| 5. | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? | The Company has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company. However, they are encouraged to adopt BR Initiatives and follow the concept expected from responsible businesses. |

**Section D: BR information**

## 1. Details of Director / Directors responsible for BR

## (a) Details of the Director/Director responsible for implementation of the BR

| Sr. No. | DIN      | Name           | Designation              |
|---------|----------|----------------|--------------------------|
| 1.      | 00071077 | Hiren M. Shah  | Chairman                 |
| 2.      | 00071248 | Bharat M. Shah | Managing Director        |
| 3.      | 00123460 | Purav H. Shah  | CEO & Wholetime Director |

## (b) Details of the BR head

| Sr. No. | DIN      | Name          | Designation | E-mail id          |
|---------|----------|---------------|-------------|--------------------|
| 1.      | 00071077 | Hiren M. Shah | Chairman    | info@rubymills.com |

**2) Principle-wise (as per National Voluntary Guidelines) Business Responsibility (BR) policy / policies (reply with Yes / No)**

Respect and Integrity for its people, environment and other businesses have always been at the heart of your Company's Corporate Responsibility. Your Company's Corporate Purpose is to make Sustainable Living Common place and it believes that this is the best way to deliver long-term sustainable growth.

The National Voluntary Guidelines provide the following nine principles.

| S. No | Questions  | P1 Ethics, Transparency and Accountability   | P2 Products Life cycle Sustainability | P3 Employees' Well being  | P4 Stakeholder Engagement | P5 Human Rights  | P6 Environment                      | P7 Policy Advocacy | P8 Inclusive Growth | P9 Customer Value |
|-------|--|--|---------------------------------------|---|---------------------------|--|-------------------------------------|--------------------|---------------------|-------------------|
| 1.    | Do you have a policy/ policies for...  | Yes  | No                                    | Yes   | Yes                       | Yes  | Yes                                 | No                 | Yes                 | No                |
|       |  | 1. Code of Conduct<br>2. Whistle Blower Policy   | NA                                    | 1. Code of Conduct<br>2. Whistle Blower Policy<br>3. Prevention on Sexual Harassment at women at work-place | Whistle Blower Policy     | Prevention on Sexual Harassment at women at work-place | 1. Code of Conduct<br>2. CSR Policy | NA                 | CSR Policy          | NA                |
| 2.    | Has the policy being formulated in consultation with the relevant stakeholders?  | Yes  | NA                                    | Yes   | Yes                       | Yes  | Yes                                 | NA                 | Yes                 | NA                |
| 3.    | Does the policy conform to any national/ international standards? If yes, specify? (50 words)                                | Integrity, Transparency and Fairness are the cornerstones within the Company. The Company believes in benchmarking practices and national standards - to the best possible extent.   |                                       |   |                           |  |                                     |                    |                     |                   |
| 4.    | Has the policy being approved by the Board?<br><br>Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director? | All Statutory Policies and Codes are adopted considering prevailing Legal requirements and approvals of respective body [Board of Directors, its Committees and Company Management]. The above mentioned policies are not signed by the Board of Directors. However, we ensure to get them signed in the due course of business. |                                       |   |                           |  |                                     |                    |                     |                   |
| 5.    | Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?    | Implementation mechanism of all the Policies & Codes is presented to and reviewed by the respective body periodically.   |                                       |   |                           |  |                                     |                    |                     |                   |

| S. No | Questions  | Ethics, Transparency and Accountability   | Products Life cycle Sustainability | Employees' Well being | Stakeholder Engagement | Human Rights | Environment | Policy Advocacy | Inclusive Growth | Customer Value |
|-------|--|---|------------------------------------|-----------------------|------------------------|--------------|-------------|-----------------|------------------|----------------|
| 6.    | Indicate the link for the policy to be viewed online?  | <ul style="list-style-type: none"> <li>Code of Conduct- <a href="https://drive.google.com/drive/folders/0B4XIAM-8N7GhaGFSLWhuNEtxRWc">https://drive.google.com/drive/folders/0B4XIAM-8N7GhaGFSLWhuNEtxRWc</a></li> <li>Whistle Blower Policy- <a href="https://drive.google.com/drive/folders/0B4XIAM-8N7GhTnNGLVVMRDE4NVk">https://drive.google.com/drive/folders/0B4XIAM-8N7GhTnNGLVVMRDE4NVk</a></li> <li>Prevention on Sexual Harassment at women at workplace- <a href="https://drive.google.com/drive/folders/0B4XIAM-8N7GhaWN0R1FNagtaQTg">https://drive.google.com/drive/folders/0B4XIAM-8N7GhaWN0R1FNagtaQTg</a></li> <li>CSR Policy- <a href="https://drive.google.com/drive/folders/0B4XIAM-8N7GhTVBocjlaU29KTVU">https://drive.google.com/drive/folders/0B4XIAM-8N7GhTVBocjlaU29KTVU</a></li> </ul> |                                    |                       |                        |              |             |                 |                  |                |
| 7.    | Has the policy been formally communicated to all relevant internal and external stakeholders?  | <p>Yes, requisite awareness programs are carried out and communicated to all the stakeholders, which help them understand behavioral expectation from them. In critical areas such as Safety, advance trainings and workshops with specific focus have been conducted time to time.</p>   |                                    |                       |                        |              |             |                 |                  |                |
| 8.    | Does the company have in-house structure to implement the policy/ policies?  |   |                                    |                       |                        |              |             |                 |                  |                |
| 9.    | Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies? | <p>Company' Vigil Mechanism / Whistle Blower Policy is an effective tool towards grievance redressal mechanism.</p>   |                                    |                       |                        |              |             |                 |                  |                |
| 10.   | Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?                                  | <p>In addition to the Statutory Audits, Certification, a periodical internal assessment is part of our culture to oversee implementation of principles laid down.</p>   |                                    |                       |                        |              |             |                 |                  |                |

**2a. If answer to SI. No. 1 against any principle is 'No', please explain why (tick up to two options)**

| S. No | Questions   | P2 Products Lifecycle Sustainability                    | P7 Policy Advocacy   | P9 Customer Value                                       |
|-------|---|---|--|---|
| 1.    | The company has not understood the Principles   | -   | -  | -   |
| 2.    | The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | -   | -  | -   |
| 3.    | The company does not have financial or manpower resources available for the task  | -   | -  | -   |
| 5.    | It is planned to be done within the next 1 year   | The Company is planning to implement within next 1 year | -  | The Company is planning to implement within next 1 year |
| 6.    | Any other reason (please specify)   | -   | While there is no specific policy outlined for these principles, the Company, through trade bodies and associations, puts forth a number of suggestions with respect to the economy in general and the industry in particular. | -   |

**3. Governance related to BR**

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. – Annually
- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? -The BR report for FY 2019-20 is a part of the annual report and can also be accessed through the link: [www.rubymills.com/investors/](http://www.rubymills.com/investors/). It is published annually.

**Section E: Principle-wise performance**

**Principle 1- Ethics, Transparency and Accountability**

***Businesses should conduct and govern themselves with ethics, transparency and accountability***

- 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 Core Values, which govern working of the Company, are Care, Excellence and Integrity. The Company nurtures - a culture of high integrity and is proud that its employees demonstrate behavior that is honest and transparent. The Company has adopted the Code of Conduct ('CoC' or 'Code') with the aim to follow and maintain the highest ethical and moral standards, in compliance with the applicable laws, and in a manner that excludes considerations of direct and indirect personal advantage / gains.

The Code applies to every employee, director and officer of the Company, suppliers, customers, contract staff, contractors and consultants who are working on behalf of / for the Company (through outsourcing of services, processes or any business activity), are required to act consistently in accordance with the CoC. The Company's Directors and the members of the Senior Management are required to submit an affirmation on the Compliance of the CoC.



The Company's commitment towards doing business responsibly is built upon its CoC and is complemented by

- Well structured internal control systems for regular assessment of effectiveness of company's code of conduct, its understanding and adherence.
  - A robust governance structure that evaluates and monitors Compliance to the Code.
- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved? If so, provide details thereof, in about 50 words or so.**

An effective vigil mechanism/whistle blower policy is in place to report to the management, instances on unethical behavior and any violation of the Company's Code of Conduct. The Company has not received any stakeholder complaints in the past financial year. Further, the Company has instituted a Committee to redress complaints received regarding sexual harassment.

## Principle 2 -Sustainability

### ***Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle***

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

Environment and social concern holds a center stage in the innovation and development of our products, few products are:

1. 100 % Ecovero (Eco-friendly Viscose)
2. Recycled Polyester EcoVero blend
3. Recycled Tencel TM EcoVero TM blend

- 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

**(i) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain**

**(ii) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

Since the products are built in multiple quantities, the details are not quantified unit-wise. Hence, these details are not available

- 3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.**

The Company endeavours to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any raw material or goods. The main raw materials - wool, polyester fibre and viscose are procured from manufacturers / producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimization of logistics, which, in turn, help to mitigate the impact on climate.

- 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?**

Yes, to the extent possible, the goods are procured from local and small producers. The Company maintains an equitable balance for sourcing its raw materials. The Company insists that its vendors constantly upgrade the process of manufacturing and thereby enhance their competencies to match the requisite quality. Several community development and training initiatives are regularly conducted in order to educate the local vendors, improve their capability, enhance their skills and raise their scope for employment and their standard of living.

**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 10%). Also, provide details thereof.**

The precise environmental impact of textiles varies significantly depending upon the type of fibre, process, chemicals, water, energy and natural resources used. We have developed a three-pronged approach towards sustainability which encompasses Reduction, Recycling and Responsibility.

*Reduction:*

Reduction of wastages leads to optimum utilisation of available resources and improved efficiency across functions. The Company has been successful in instilling Reduction as a part of our day-to-day business approach.

*Recycling:*

Recycling is about inventing new ways of putting every resource to a productive and sustainable re-use. This reduces the amount of waste into landfills and incinerators and helps conserve the ever-depleting natural resources and also prevents pollution.

*Responsibility*

Being an integral part of the community as well as the society for over a hundred years, the Company takes it as its prime responsibility to inculcate a taste for sustainable fabrics among consumers and through collaboration with fashion designers and brands.

**Principle 3 – Welfare of employees**

***Businesses should promote the well being of all employees***

**1. Total number of employees:**

- i. Staff: **190**
- ii. Workers: **789**

**2. Total number of employees hired on temporary/contractual/casual basis:**

Contractual workers: **215**

Total contractual workers here include Lump sum, Man days based and Production based workers.

**3. Number of permanent women employees:**

- i. Staff: **6**
- ii. Workers: **8**

**4. Number of permanent employees with disabilities:**

Total physically challenged Staff employees:

Male: **2**

Female: **0**

**5. Do you have an employee association that is recognized by management?**

We have worker unions at our textile mills which are duly recognized by the management.

**6. What percentage of your permanent employees is members of this recognized employee association?**

70% of our workers at the mills are members of the union.

**7. Please indicate the number of complaints relating to: (i) Child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year; (ii) Sexual harassment; (iii) Discriminatory employment.**

The Company does not employ child labour, forced labour or involuntary labour. Further, no complaints were received pertaining to sexual harassment during the financial year 2019-20.

**8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?**

Around **383** workers and 28 employees were given safety and skill up-gradation training in the FY 2019-20. Moreover, **42** employees were given External Training as well.

**Principle 4 – Stakeholder’s Engagement**

***Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.***

**1. Has the Company mapped its internal and external stakeholders?**

Yes, the Company has mapped its internal and external stakeholders. The key stakeholders of the Company includes its Customers, Regulatory Authorities including Government, Employees, Vendors, Contractors, Bankers, Investors and Shareholders.

**2. Out of the above, has the Company identified the disadvantages, vulnerable and marginalized stakeholders?**

All the stakeholders are equally important for the Company and none of the stakeholders are considered as disadvantaged, vulnerable and marginalized.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

Not applicable.

**Principle 5 –Human Rights**

***Businesses should respect and promote human rights***

**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?**

Human rights are a non-negotiable priority for The Ruby Mills Limited. We adhere to all statutes that embody the principles of human rights, such as prevention of child labour, empowerment of women, civil liberties, non-discrimination, etc. Not only our intentions, but also our actions are compliant with all statutory laws and regulations. The Company ensures that it is implemented at all these levels and the Suppliers/Contractors/NGOs dealing with the Company are also encouraged to maintain ethical standards in all their practices.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved?**

Our stakeholder engagement processes are robust and have strong listening mechanisms. In the financial year, there were no human rights violation complaints relating either to child, forced and involuntary labor, discriminatory employment against the Company or any other stakeholder complaints.

**Principle 6 – Environment, Health and Safety**

**Business should respect, protect, and make efforts to restore the environment**

**1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?**

The Company has its own set of principles when it comes to utilising natural and manmade resources. The Company ensures that it is implemented at all these levels and the Suppliers/Contractors/NGOs dealing with the Company are also encouraged to maintain ethical standards in all their practices.

- 2. Does the Company have 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 is in the process of formulating strategies to address global environmental issues.

- 3. Does the Company identify and assess potential environmental risks?**

Yes, we have a proper mechanism to identify and assess the potential environmental risks on a regular basis and also do the after follow-ups for the same to ensure the proper actions to cater to those identified risks. All the two manufacturing units are ISO 9001, ISO 14001, ISO 50001 and OHSAS 18001 certified.

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, is any environmental compliance report filed? (Please confirm)**

Currently we do 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.? Y/N. If yes, please give hyperlink for webpage etc.**

No

- 6. Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, we comply with all applicable environmental legislations in the locations we operate from. We monitor and track all parameters as defined by CPCB or SPCBs and ensure that they are maintained within norms.

- 7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.**

We did not have any monetary or non-monetary sanctions imposed on us for non-compliance with environmental laws and regulations during FY 2019-20.

## **Principle 7 – Policy Advocacy**

**Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.**

- 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.**

- a) Confederation of Indian Textile Industry
- b) BTRA
- c) Mill – Owners Association

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes, specify the broad areas.**

Yes, the Company works for the advancement of public good along with our industry colleagues. Such work mainly involves creating a framework for sustainable business development for urban areas and inclusive development in this industry. The Company has been raising various issues like tariff hike, policy for Textile Industry, energy issues etc. through the above mentioned associations. Further, we have also enabled far-flung villages with water accessibility for agricultural development.

## **Principle 8 – Inclusive Growth and Equitable Development**

**Businesses should support inclusive growth and equitable development**

- 1. Does the Company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

At The Ruby Mills Limited, the underlying value system has a firm belief that only in a healthy society healthy businesses flourish. We have well planned, tested and acclaimed initiatives under CSR. The Company's Policy on Corporate Social Responsibility has been put in place to facilitate and formalize the CSR processes, set up a guiding structure and define broader thematic areas for projects and programs. A close look at our CSR Policy ascertains it's deep connect to Principle 8 that the Businesses should support inclusive growth and equitable development. For more details, refer to <https://drive.google.com/drive/folders/0B4XIAM-8N7GhRi03YktXVW9WUWc> (weblink for CSR Policy)

**2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company undertakes various CSR projects either through registered trust or by contributing to the corpus of the NGOs that have an established track record of carrying out CSR activities.

A detailed report on CSR initiatives undertaken by the Company is annexed as 'Annexure C' to Board's Report.

**3. Have you done any impact assessment of your initiative?**

The expenditure made on CSR activities and the impact of such expenditure is periodically monitored by the CSR Committee of the Board.

**4. What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken?**

The Company's direct contribution to community development projects details are provided in Annexure C of Director's Report

**5. Have you taken steps to ensure that the community successfully adopts this community development initiative? Please explain in 50 words or so.**

Yes. For further details, please refer to the CSR Report, which forms part of the Director's Report.

## **Principle 9 – Customer Centricity**

### **Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

We resolve all the customer queries and complaints in timely and efficient manner. There are no long-standing complaints that are pending resolution.

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

We display the information on products as mandated by law or by customer requirements.

**3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

No complaints or case has been filed against the Company for irresponsible advertising and anti-competitive behavior.

**4. Did your Company carry out any consumer survey/ consumer satisfaction trends?**

Not during recently concluded financial year.

## Annexure A

### CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER COMPLIANCE CERTIFICATE

Declaration by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, hereby certify that:-

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2020 and that to the best of their knowledge and belief:
- 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2020 which are fraudulent, illegal or violating 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 they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- 1) significant changes in internal control over financial reporting during the financial year ended 31<sup>st</sup> March, 2020;
  - 2) significant changes in accounting policies during the financial year ended 31<sup>st</sup> March, 2020 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.

This certificate is given by the undersigned with best of our knowledge and belief, that on its faith and strength, full reliance is placed by the Audit Committee / Board of Directors of the Company.

#### For The Ruby Mills Limited

**Place : Mumbai**  
**Date : 31<sup>st</sup> July, 2020**

**Purav H. Shah**  
**Chief Executive Officer &**  
**Whole Time Director**  
**DIN : 00071248**

**S. Jayaraman**  
**Chief Financial Officer**  
**PAN: AAOPS8092C**

## INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of The Ruby Mills Limited

1. We, CNK Associates and LLP have examined the compliance of conditions of Corporate Governance by **The Ruby Mills Limited** (“the Company”) for the year ended on 31<sup>st</sup> March, 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

#### Management’s Responsibility

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

#### Auditor’s Responsibility

3. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of 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 purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
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 given 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 the above - mentioned SEBI Listing Regulations as applicable during the year ended 31<sup>st</sup> March, 2020.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

#### Restrictions on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

#### For C N K Associates & LLP

Chartered Accountants  
Firm Registration No.101961W/W-100036

#### Himanshu V. Kishnadwala

Partner  
Membership No.37391  
UDIN: 20037391AAAAHY5312

Place: Mumbai  
Date: 11<sup>th</sup> November, 2020

## INDEPENDENT AUDITOR'S REPORT

To the members of  
THE RUBY MILLS LIMITED

### Report on the audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of The Ruby Mills Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2020, the statement of Profit and Loss (including Other comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 the accounting principles generally accepted in India, of the state of affairs of the Company (financial position) as at 31<sup>st</sup> March, 2020, the profit and total Comprehensive Income (financial performance), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Emphasis of Matter

On account of our inability to conduct a physical verification as on 31<sup>st</sup> March, 2020 owing to the lockdown restrictions imposed by the Government as well as absence of the same procedures undertaken by the company, we have relied on details as provided by the management and related adjustments to confirm the existence and condition of inventory at the year-end;

Our opinion is not modified in respect of this matter.

#### Key Audit Matters

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



| Sr. No. | Key Audit Matters  | How the matter was addressed in our audit  |
|---------|--|--|
| 1.      | <b>Information Technology (IT) Systems and controls</b>  | Audit procedures followed by us include:   |
|         | <p>The Company uses different IT systems for different functions. These systems are not very user-friendly, are not fully integrated and require manual intervention to determine the final figures for financial reporting.</p> <p>We identified IT system and controls as a KAM since:</p> <ul style="list-style-type: none"> <li>- In audit plan we place significant reliance on the IT system and controls which impacts account balances reflected in the Financial statements (FS) of the Company,</li> <li>- Management's remedial plan in form of manual intervention is prone to risk of misstatement on account of complexity of the business functions.</li> </ul>   | <ul style="list-style-type: none"> <li>- Assessment of the design and implementation of the Company's control over the IT system especially those related to financial reporting;</li> <li>- Testing / walk through of manual control implemented by the management to overcome the weakness in the IT system;</li> <li>- Assessment of management's remedial plan in form of manual control to address our concern;</li> <li>- Extending scope of our substantive audit procedures, wherever manual controls are being used to integrate the various IT systems which affect financial reporting.</li> </ul>  |
| 2.      | <b>Development agreement</b>   | Audit procedures followed by us include:   |
|         | <p>In an earlier year, the Company entered into Development Agreement ("the DA") with a Developer whereby the Company granted the development rights to develop approximate 36,000 square meters of constructed area ("the Development Rights") on 12,204 square meters out of its Freehold Land At Dadar.</p> <p>We identified DA as a KAM since:</p> <ul style="list-style-type: none"> <li>- As per the DA, cost of construction incurred by the Company for the development of property covered under the DA agreement is reimbursed by the Developer. The Company has incurred huge amount of expenses / taken loan for the Construction of the property which has resulted in the significant amount receivable from the Developer;</li> <li>- The amount receivable from the developer represents a major portion of the total assets of the Company;</li> <li>- Recoverability of the said amount depends on obtaining of the various approval from competent authorities, timeline of which are not within the control of the Company / Developer.</li> </ul> <p>Refer Note No. 12 and 21 to the accompanying financial statements.</p> | <ul style="list-style-type: none"> <li>- Understanding of the arrangement entered for the Development of the property;</li> <li>- Understanding of various terms of the DA and amendments thereto;</li> <li>- Co-relation of terms of the agreement with the entries made in the books of accounts by the Company for accounting of Income and amounts receivable from the Developer;</li> <li>- Review of procedures followed / steps taken by the Company / Developer for obtaining approval from the authorities;</li> <li>- Review of legal opinion taken by the Company and decision taken on that basis for any dispute arises on account of DA;</li> <li>- Obtaining of balance confirmation from the Developer at each period end / year end;</li> <li>- Assessment of recoverability of outstanding amount from developer on the basis of: <ul style="list-style-type: none"> <li>o valuation report obtained by the Company for the vacant property covered by the DA;</li> <li>o Sharing arrangement entered between the Company and the Developer in the DA for sharing of gross revenue arises from the property covered under DA.</li> </ul> </li> </ul> |
| 3.      | <b>Evaluation of uncertain tax and other litigations</b>   | Audit procedures followed by us include:   |
|         | <p>The Company has various pending litigations which include litigation on account of Income Tax, Indirect Taxes, development activities, FEMA etc. the outcome of which is uncertain and requires significant judgement.</p> <p>Refer Note No. 34 and 53(a) to the accompanying financial statements</p>  | <ul style="list-style-type: none"> <li>- Obtained details of various pending litigations and outstanding demands for the year ended March 31, 2020 from management;</li> <li>- Read and analysed orders, key correspondence, external legal opinions/ consultation by management for key legal disputes;</li> <li>- Discussed with appropriate senior management and evaluate management's underlying key assumptions in estimating the likely demand/ possible outcome of the various litigations.</li> </ul>   |

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexures to Director's Report, Corporate Governance Report, but does not include the financial statements and our auditor's report thereon. The Management Discussion and Analysis, Director's Report including Annexures to Director's Report, and Corporate Governance Report is expected to be made available to us after the date of this auditor's report.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors 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.

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the matters mentioned in the Emphasis of Matter paragraph.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
  - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our 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 financial statements – Refer Note 53(a) to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For C N K & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.: 37391

UDIN: 20037391AAAAED4468

Mumbai: 31<sup>st</sup> July, 2020

## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited ("the Company") on the financial statements for the year ended 31<sup>st</sup> March, 2020]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- (b) All the fixed assets have been physically verified by the management once in three years, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. Pursuant to the programme, fixed assets have been physically verified by the management during the year and 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 and the confirmations from the banks provided to us, we report that, the title deeds of immovable properties which are freehold, are held in the name of the Company as at the balance sheet date except the following where the documents are lodged with the relevant bank who have communicated that the same are not traceable at their end.

| Particulars   | Number of Cases | Gross Block (₹ In Lakhs) | Net Block (₹ In Lakhs) |
|---------------|-----------------|--------------------------|------------------------|
| Freehold Land | 1               | 31.80                    | 31.80                  |

- (ii) As per the information and explanations given to us, and read along-with our comments in Emphasis of Matter paragraph in the main report, physical verification of inventories other than stock lying with third parties has been conducted by the management on half yearly basis. In respect of inventory lying with third parties, these have been substantially confirmed by them. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification;
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable;
- (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 Section 186 of the Act, with respect to grant of loans, making investments, providing guarantees and securities, as applicable;
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the provisions of Sections 73 to 76 of the Act read with The Companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Act and therefore, the provision of the clause 3(v) of the Order are not applicable to the Company;
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government under section 148(1) of the Act in respect of the Company's product and are of the opinion that prima-facie, the prescribed account and records have been made and maintained. We have not, however, made a detailed examination of the same with a view to determining whether they are accurate or complete;
- (vii) (a) According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Service tax, duty of Customs, and any other material statutory dues applicable to it with appropriate authorities, except for the dues of Provident fund, Employee's Insurance for the month of March, 2020;

There were no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Service tax, duty of Customs, and any other material statutory dues applicable to it, were outstanding, as on the last day of the financial year, 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 outstanding with respect to Income-tax, Sales-tax, Service tax, Goods and Service tax, duty of Customs, duty of Excise, Value Added tax have not been deposited on account of any dispute, are as under;

| <b>Name of the Statute</b>     | <b>Nature of dues</b>   | <b>Forum where dispute is pending</b>    | <b>Period to which the amount is relates</b>  | <b>Amount (In ₹ Lakhs)</b> |
|--------------------------------|-------------------------|--|---|----------------------------|
| The Income Tax Act, 1961       | Income Tax and Interest | Commissioner of Income Tax (Appeal)      | Assessment Year 2007-08, 2008-09, 2014-15, 2015-16, 2016-17 and 2017-18                           | 889.63                     |
| Finance Act,1994 (Service Tax) | Service Tax             | Principal Commissioner CGST & Excise     | Financial Year 2011-12  | 260.08                     |
| The Central Excise Act, 1944   | Excise Duty             | Assistant Commissioner of Central Excise | Financial Year 1 <sup>st</sup> April, 1993 to 31 <sup>st</sup> October, 1993, 2001-01 and 2001-02 | 9.76                       |
| Customs Act, 1962              | Custom Duty             | Commissioner of Appeals (Customs)        | Financial Year 2012-13  | 16.21                      |

- (viii) According to the information and explanations given to us, as also on the basis of the books of accounts and records examined by us, the Company has not defaulted in the repayment of loans or borrowing to financial institutions and banks. However, the company has opted for a moratorium period for repayment of certain term loans in accordance with circular dated 27<sup>th</sup> March, 2020 issued by RBI on COVID-19 Regulatory Package. The Company does not have any loans and borrowings from government and has not issued any debentures;
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix) of the Order in respect thereof is not applicable. Money raised by way of term loans during the year have been applied for the purpose for which those were raised;
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no instances of fraud by the Company or on the Company by its officers or employees have been noticed or reported during the year;
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act;
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable;
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standard;

- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable;
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered during the year into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable;
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

**For C N K & Associates LLP**

Chartered Accountants

Firm Registration No.101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.: 37391

UDIN: 20037391AAAAED4468

Mumbai: 31<sup>st</sup> July, 2020



## **ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Ruby Mills Limited on the financial statements for the year ended 31<sup>st</sup> March, 2020]

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

We have audited the internal financial controls with reference to financial statements of The Ruby Mills Limited ("the Company") as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 statements were established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements 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 with reference to financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



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

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control with reference to financial statements 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 ICAI.

#### **For C N K & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

HimanshuKishnadwala

Partner

Membership No.: 37391

UDIN: 20037391AAAAED4468

Mumbai: 31<sup>st</sup> July, 2020

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| Particulars  | Note | As at<br>31 <sup>st</sup> March 2020 | As at<br>31 <sup>st</sup> March 2019 |
|--|------|--------------------------------------|--------------------------------------|
| <b>ASSETS</b>  |      |                                      |                                      |
| <b>(1) Non-current assets</b>  |      |                                      |                                      |
| (a) Property, plant and equipment  | 4    | 5,188.98                             | 6,027.97                             |
| (b) Capital work-in-progress   | 5    | 3,559.08                             | 3,455.87                             |
| (c) Right of use assets  | 6    | 79.47                                | -                                    |
| (d) Investment property  | 8    | 3,617.46                             | 3,774.56                             |
| (e) Intangible Assets under Development  | 7    | 105.99                               | -                                    |
| (f) Biological assets other than bearer plants                                       | 9    | 8.70                                 | 8.70                                 |
| (g) Financial assets   |      |                                      |                                      |
| (i) Investments  | 10   | 0.28                                 | 0.28                                 |
| (ii) Loans   | 11   | 9,306.94                             | 8,757.94                             |
| (iii) Other financial assets   | 12   | 60,623.21                            | 56,623.41                            |
| (h) Non current Tax Asset (Net )   | 13   | 310.00                               | 554.46                               |
| (i) Deferred Tax Assets (Net )   | 14   | 80.77                                | 205.81                               |
| (j) Other non-current assets   | 15   | 478.99                               | 489.57                               |
| <b>Total Non current assets</b>  |      | <b>83,359.87</b>                     | <b>79,898.57</b>                     |
| <b>(2) Current assets</b>  |      |                                      |                                      |
| (a) Inventories  | 16   | 4,444.97                             | 3,714.63                             |
| (b) Financial Assets   |      |                                      |                                      |
| (i) Investment   | 17   | 1,201.84                             | -                                    |
| (ii) Trade receivables   | 18   | 1,327.78                             | 1,484.48                             |
| (iii) Cash and cash equivalents  | 19   | 74.93                                | 80.17                                |
| (iv) Bank balances other than (iii) above  | 20   | 3,025.28                             | 2,842.27                             |
| (v) Other Financial Assets   | 21   | 8,985.71                             | 10,495.00                            |
| (c) Other current assets   | 22   | 457.59                               | 395.76                               |
| <b>Total Current Assets</b>  |      | <b>19,518.10</b>                     | <b>19,012.31</b>                     |
| <b>(3) Assets held for sale</b>  | 23   | <b>164.40</b>                        | <b>87.69</b>                         |
| <b>Total Assets</b>  |      | <b>1,03,042.37</b>                   | <b>98,998.57</b>                     |
| <b>II. EQUITY AND LIABILITIES</b>  |      |                                      |                                      |
| <b>Equity</b>  |      |                                      |                                      |
| (a) Equity Share capital   | 24   | 836.00                               | 836.00                               |
| (b) Other Equity   | 25   | 46,474.28                            | 44,417.36                            |
| <b>Total Equity</b>  |      | <b>47,310.28</b>                     | <b>45,253.36</b>                     |
| <b>Liabilities</b>   |      |                                      |                                      |
| <b>(1) Non-current liabilities</b>   |      |                                      |                                      |
| (a) Financial Liabilities  |      |                                      |                                      |
| (i) Borrowings   | 26   | 32,056.01                            | 33,512.16                            |
| (ii) Other Financial Liabilities   | 27   | 2,262.33                             | 2,253.25                             |
| (b) Provisions   | 28   | 34.04                                | 27.85                                |
| (c) Other non-current liabilities  | 29   | 7.84                                 | 9.64                                 |
| <b>Total Non Current Liabilities</b>   |      | <b>34,360.22</b>                     | <b>35,802.90</b>                     |
| <b>(2) Current liabilities</b>   |      |                                      |                                      |
| (a) Financial Liabilities  |      |                                      |                                      |
| (i) Borrowings   | 30   | 5,860.94                             | 3,736.08                             |
| (ii) Trade payables  | 31   |                                      |                                      |
| Total outstanding dues of Micro, Small, and Medium enterprises.                      |      | 162.47                               | 109.86                               |
| Total outstanding dues of creditors other than Micro, Small, and Medium enterprises. |      | 1,835.99                             | 1,616.37                             |
| (iii) Other financial liability  | 32   | 2,481.84                             | 2,067.37                             |
| (b) Provisions   | 33   | 66.83                                | 44.37                                |
| (c) Other Current Liabilities  | 34   | 10,963.80                            | 10,368.25                            |
| <b>Total Current Liabilities</b>   |      | <b>21,371.87</b>                     | <b>17,942.30</b>                     |
| <b>Total Liabilities</b>   |      | <b>55,732.09</b>                     | <b>53,745.20</b>                     |
| <b>Total Equity and Liabilities</b>  |      | <b>1,03,042.37</b>                   | <b>98,998.57</b>                     |

 Notes forming part of Financial Statements  
 As per our attached report of even date

1 to 57

**C N K & Associates LLP**  
 Chartered Accountants  
 ICAI Firm No: 101961W/W-100036

**Himanshu Kishnadwala**  
 Partner  
 Membership No. 37391

 Place : Mumbai  
 Dated: 31<sup>st</sup> July, 2020

**For and on behalf of the Board of Director**
**Hiren M. Shah**  
 Executive Chairman  
 DIN : 00071077

**S Jayaraman**  
 Chief Financial Officer

**Pranav Maru**  
 Company Secretary

**Bharat M Shah**  
 Managing Director  
 DIN : 00071248

**Purav H. Shah**  
 Chief Executive Officer &  
 Whole time Director  
 DIN : 00123460

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| Particulars  | Note    | Year ended<br>31 <sup>st</sup> March 2020 | Year ended<br>31 <sup>st</sup> March 2019 |
|--|---------|---|---|
| I Revenue from operations  | 35      | 18,308.02                                 | 19,275.63                                 |
| II Other income  | 36      | 993.43                                    | 814.28                                    |
| III <b>Total Income (I + II)</b>   |         | <b><u>19,301.45</u></b>                   | <b><u>20,089.91</u></b>                   |
| <b>IV EXPENSES</b>   |         |   |   |
| Cost of materials consumed   | 37      | 5,120.26                                  | 4,924.54                                  |
| Changes in inventories of finished goods and work-in-progress                    | 38      | (489.53)                                  | 226.74                                    |
| Employee benefits expense  | 39      | 2,260.75                                  | 2,160.78                                  |
| Finance costs  | 40      | 509.22                                    | 928.80                                    |
| Depreciation and amortisation expense  | 41      | 1,201.11                                  | 1,363.36                                  |
| Other expenses   | 42      | 6,912.34                                  | 7,960.56                                  |
| <b>Total Expenses (IV)</b>   |         | <b><u>15,514.15</u></b>                   | <b><u>17,564.78</u></b>                   |
| <b>V Profit before tax (III - IV)</b>  |         | <b>3,787.30</b>                           | 2,525.13                                  |
| <b>VI Tax Expense</b>  | 43A     |   |   |
| (1) Current Tax  |         | 1,083.45                                  | 753.00                                    |
| (2) Deferred Tax   |         | (65.68)                                   | (166.22)                                  |
| (3) Adjustments for earlier years  |         | -   | 157.99                                    |
| <b>Total Tax Expenses</b>  |         | <b><u>1017.77</u></b>                     | <b><u>744.77</u></b>                      |
| <b>VII Profit for the Year</b>   |         | <b><u>2,769.53</u></b>                    | <b><u>1,780.36</u></b>                    |
| <b>VIII Other comprehensive income</b>   |         |   |   |
| (i) Items that will not be reclassified to profit or loss                        |         |   |   |
| - Remeasurements of defined benefit plans  | 43B     | (9.27)                                    | (21.32)                                   |
| (ii) Income tax related to items that will not be reclassified to profit or loss |         | 2.70                                      | 6.21                                      |
| <b>Total other comprehensive income (net of tax)</b>                             |         | <b><u>(6.57)</u></b>                      | <b><u>(15.11)</u></b>                     |
| <b>IX Total comprehensive income for the Period (VII + VIII)</b>                 |         | <b>2,762.96</b>                           | 1,765.25                                  |
| <b>X Earnings per equity share of ₹ 5 each</b>                                   |         |   |   |
| Basic and Diluted (₹)  | 47      | <b><u>16.56</u></b>                       | <b><u>10.65</u></b>                       |
| Notes forming part of Financial Statements                                       | 1 to 57 |   |   |

As per our attached report of even date

**C N K & Associates LLP**

 Chartered Accountants  
 ICAI Firm No: 101961W/W-100036

**Himanshu Kishnadwala**

 Partner  
 Membership No. 37391

 Place : Mumbai  
 Dated: 31<sup>st</sup> July, 2020

**For and on behalf of the Board of Director**
**Hiren M. Shah**

 Executive Chairman  
 DIN : 00071077

**S Jayaraman**

Chief Financial Officer

**Pranav Maru**

Company Secretary

**Bharat M Shah**

 Managing Director  
 DIN : 00071248

**Purav H. Shah**

 Chief Executive Officer &  
 Whole time Director  
 DIN : 00123460

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**Statement of Changes in Equity**
**A Equity share capital (note 21)**

| Particulars   | Amount |
|---|--------|
| <b>Balance as at 1<sup>st</sup> April, 2018</b>         | 836.00 |
| Changes in equity share capital during the year 2018-19 | -      |
| <b>Balance as at 31<sup>st</sup> March, 2019</b>        | 836.00 |
| Changes in equity share capital during the year 2019-20 | -      |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>        | 836.00 |

**B Other Equity (note 22)**

| Particulars                                      | Reserves and surplus |                  |                   | Total            |
|--|----------------------|------------------|-------------------|------------------|
|  | Securities premium   | General reserve  | Retained earnings |                  |
| <b>Balance as at 1<sup>st</sup> April, 2018</b>  | <b>1,695.20</b>      | <b>30,039.35</b> | <b>11,269.74</b>  | <b>43,004.29</b> |
| Profit for the year                              |                      |                  | 1,780.36          | 1,780.36         |
| Other comprehensive Income (net of tax)          |                      |                  | (15.11)           | (15.11)          |
| Total comprehensive income                       | <b>1,695.20</b>      | <b>30,039.35</b> | <b>13,034.99</b>  | <b>44,769.54</b> |
| Dividends including tax on dividend              |                      | -                | (352.17)          | (352.17)         |
| Transfer to General Reserve                      |                      |                  | -                 | -                |
| Balance as at 31 <sup>st</sup> March, 2019       | <b>1,695.20</b>      | <b>30,039.35</b> | <b>12,682.82</b>  | <b>44,417.36</b> |
| Profit for the year                              |                      |                  | 2,769.53          | 2,769.53         |
| Other comprehensive Income "OCI" (net of tax)    |                      |                  | (6.57)            | (6.57)           |
| Total comprehensive income                       | <b>1,695.20</b>      | <b>30,039.35</b> | <b>15,445.78</b>  | <b>47,180.33</b> |
| Dividends including tax on dividend              | -                    | -                | (706.05)          | (706.05)         |
| Transfer to General Reserve                      | -                    | -                | -                 | -                |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>1,695.20</b>      | <b>30,039.35</b> | <b>14,739.73</b>  | <b>46,474.28</b> |

Notes forming part of Financial Statements - 1 to 57

As per our attached report of even date

**C N K & Associates LLP**

 Chartered Accountants  
 ICAI Firm No: 101961W/W-100036

**Himanshu Kishnadwala**

 Partner  
 Membership No. 37391

Place : Mumbai

 Dated: 31<sup>st</sup> July, 2020

**For and on behalf of the Board of Director**
**Hiren M. Shah**

 Executive Chairman  
 DIN : 00071077

**S Jayaraman**

Chief Financial Officer

**Pranav Maru**

Company Secretary

**Bharat M Shah**

 Managing Director  
 DIN : 00071248

**Purav H. Shah**

 Chief Executive Officer &  
 Whole time Director  
 DIN : 00123460

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH,2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| <b>Statement of Cash flow For the year ended</b>  | <b>31<sup>st</sup> March 2020</b> | <b>31<sup>st</sup> March 2019</b> |
|---|-----------------------------------|-----------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>   |                                   |                                   |
| Net profit before tax   | <b>3,787.30</b>                   | 2,525.13                          |
| <b>Adjustments for :</b>  |                                   |                                   |
| Depreciation and amortisation expenses  | 1,201.11                          | 1,363.36                          |
| Finance Costs   | 509.22                            | 928.80                            |
| Interest Income   | (633.78)                          | (641.47)                          |
| Loss /(Profit) on sale of Property, Plant and Equipment   | (2.65)                            | (0.45)                            |
| Provision for Doubtful Debts (reversed)/ written back (Net)   | (91.95)                           | (2.18)                            |
| Other Non Cash Adjustments  | 21.59                             | (47.26)                           |
| Provision for advances and Subsidy receivable   | 56.54                             | 250.00                            |
| Insurance claims for Property, Plant and Equipment  | (225.15)                          | -                                 |
| Fair valuation gain on Investment in Mutual fund  | (1.44)                            | -                                 |
| <b>Operating Profit Before Working Capital Changes</b>  | <b>4,620.79</b>                   | <b>4,375.93</b>                   |
| <b>Adjustments for:</b>   |                                   |                                   |
| (Increase)/ Decrease in Inventories   | (730.34)                          | 348.12                            |
| (Increase)/ Decrease in Trade receivables, loans , other financial assets and other assets                      | (1,574.39)                        | (2,941.90)                        |
| (Increase)/ Decrease in Trade Payables, Other financial liabilities, provisions and other liabilities           | (100.59)                          | (366.02)                          |
| <b>Cash generated from operations</b>   | <b>2,215.47</b>                   | <b>1,416.13</b>                   |
| Taxes Paid (Net of refund)  | (648.27)                          | (790.67)                          |
| <b>Net cash generated from operating activities</b>   | <b>1,567.19</b>                   | <b>625.46</b>                     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>   |                                   |                                   |
| Acquisition of Property, Plant and Equipment (PPE)<br>(Including Capital work-in-progress and capital advances) | (299.09)                          | (110.39)                          |
| Acquisition of Intangible Assets (Including Intangible Assets under Development)                                | (105.99)                          | -                                 |
| Advance received against sale of Investment Property/ Expended (Net)  | 570.44                            | 1.65                              |
| Proceeds on disposal of Property, Plant and Equipment   | 7.85                              | 1.60                              |
| Purchase of Current Investments   | (1,200.40)                        | -                                 |
| Insurance Claim received for Property, Plant and Equipment  | 76.20                             | -                                 |
| Fixed deposits with banks   | (184.53)                          | (259.88)                          |
| Interest Received   | 33.14                             | 135.71                            |
| <b>Net cash from / (used) in Investing activities</b>   | <b>(1,102.38)</b>                 | <b>(231.31)</b>                   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>   |                                   |                                   |
| Repayment of borrowings   | (9,723.35)                        | (9,145.91)                        |
| Proceeds of borrowings  | 10,389.36                         | 9,276.21                          |
| Repayment of Lease Liability  | (71.05)                           | -                                 |
| Bank balances in divided and restricted account   | -                                 | (0.01)                            |
| Finance Costs paid  | (342.72)                          | (897.90)                          |
| Interest paid on lease liability  | (67.22)                           | -                                 |
| Dividend Paid including distribution tax  | (706.07)                          | (352.17)                          |
| <b>Net cash from / (used) in Financing activities</b>   | <b>(470.05)</b>                   | <b>(1,119.79)</b>                 |

**Statement of Cash flow for the year ended 31<sup>st</sup> March, 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

|   |                     |                     |
|---|---------------------|---------------------|
| Increase / (Decreased) in Cash and Cash Equivalents (A+B+C) | <b>(5.24)</b>       | (725.63)            |
| Cash and Cash Equivalents at the beginning of the Year      | 80.17               | 805.80              |
| Cash and Cash Equivalents at the end of the Year            | <u><b>74.93</b></u> | <u><b>80.17</b></u> |
| Components of Cash and Cash Equivalents :                   |                     |                     |
| Cash on hand  | 4.00                | 4.41                |
| Balances with Banks   | 70.93               | 75.76               |
|   | <u><b>74.93</b></u> | <u><b>80.17</b></u> |

Notes forming part of Financial Statements - 1 to 57

**Notes**

- I. In Part-A of the Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in brackets indicate cash outflows.
- II. "Other Non-Cash items" include amortization of Capital grant and miscellaneous adjustments not affecting Cash Flow.

As per our attached report of even date

**C N K & Associates LLP**

 Chartered Accountants  
 ICAI Firm No: 101961W/W-100036

**Himanshu Kishnadwala**

 Partner  
 Membership No. 37391

Place : Mumbai

 Dated: 31<sup>st</sup> July, 2020

**For and on behalf of the Board of Director**
**Hiren M. Shah**

 Executive Chairman  
 DIN : 00071077

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**Purav H. Shah**

 Chief Executive Officer &  
 Whole time Director  
 DIN : 00123460

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 1. CORPORATE INFORMATION

The Ruby Mills limited ('RML' or 'the Company') is a public limited company domiciled in India incorporated on 9<sup>th</sup> January 1917. Registered office of the Company is located at Mumbai. The Company is listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The Company is an integrated textile mill. The Company has two plants. The spinning and weaving plant is located at Dhamni and the process house at Kharsundi both at Khopoli close to Bombay - Pune Highway. The Company had entered into a Development Agreement ("the DA") to develop part of its vacant mill land at Dadar. In terms of the DA, any cost of construction incurred by the Company incurred for the development of the above is to be reimbursed by the Developer. The consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer.

### 2. BASIS OF COMPLIANCE, BASIS OF PREPARATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### 2.1. Basis of Compliance:

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

#### 2.2. Basis for preparation and presentation:

The financial statements have been prepared on accrual basis and in accordance with the historical cost convention unless, otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

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

The Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 were approved for issue in accordance with a resolution of the Board of Directors in its meeting held on 31<sup>st</sup> July, 2020.

#### **Application of new Accounting Standard**

##### Ind AS 116 Leases

This is first set of the Company's financial statements to which Ind AS 116 Leases has been applied. The Company has adopted Ind AS 116 Leases using the modified retrospective method of adoption from 1<sup>st</sup> April 2019 (transition date for Ind AS 116). As permitted under transitional provisions of Ind AS, previous year comparatives are not restated.

The Company has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets'). The Company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application of Ind AS 116.

The Company recognized lease liabilities in relation to leases which had previously been classified as operating leases under the principal of Ind AS 17 Leases. These liabilities were measured at the present value of the 'lease

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

term together with estimated period of extension (lease period)', discounted using the lessee's incremental borrowing rate as on 1<sup>st</sup> April 2019..

Until financial year 2018-19, payments made under operating leases were charged to the statement of profit and loss on a straight line basis over the period of the lease. From 1<sup>st</sup> April 2019, leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period and the right-of-use asset is depreciated over the estimated useful life of right-of-use assets on a straight line basis.

### 2.3. Use of Judgement and Estimates

The preparation of the Financial Statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the Financial Statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

- Estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets;
- Measurement of Defined Benefit Obligations ;
- Measurement and likelihood of occurrence of Provisions and contingencies;
- Recognition of deferred tax assets; and
- Measurement of recoverable amounts of cash-generating units;
- Measurement of Lease liabilities and Right of Use Assets
- Leases – Estimating the incremental borrowing rate -refer note no 2.9

### 2.4. Property, plant and equipment

**2.4.1.** Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

**2.4.2.** The initial cost of an asset comprises its purchase price (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).

**2.4.3.** Machinery spares that meet the definition of property, plant and equipment are capitalised.

**2.4.4.** Property, plant and equipment which are not ready for intended use as on date of Balance Sheet are disclosed as "Capital work – in – progress".

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

**2.4.6.** An item of property, plant and equipment and any significant part initially recognised separately as



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

part of property, plant and equipment is derecognised upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised.

- 2.4.7.** Depreciation is provided on a pro-rata basis on the straight line method for plant and machinery and for all other assets on written down value method based on estimated useful life prescribed under Schedule II to the Act.
- 2.4.8.** Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
- 2.4.9.** Depreciation on spare parts specific to an item of property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
- 2.4.10.** Other assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.
- 2.4.11.** Freehold land is not depreciated.
- 2.4.12.** The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates.

### 2.5. Biological Assets

- 2.5.1.** Biological assets i.e. living animals or plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less cost to sell, with any change therein recognised in profit or loss.

### 2.6. Intangible Assets

- 2.6.1.** Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.
- 2.6.2.** Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.
- 2.6.3.** The intangible assets with a finite useful life are amortised using Written Down Value Method over their estimated useful live.
- 2.6.4.** An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).
- 2.6.5.** The estimated useful life is reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates.

### 2.7. Investment Property

- 2.7.1.** Investment property is property (land or a building — or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

**2.7.2.** Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

**2.7.3.** Depreciation on building is provided over its useful life using written down value method. These useful life determined are in line with the useful lives as prescribed in the Schedule II of the Act.

### 2.8. Non-currents assets held for sale

**2.8.1.** Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

**2.8.2.** Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell..

**2.8.3.** Non-current assets classified as held for sale are not depreciated or amortized from the date when they are classified as held for sale.

### 2.9. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset to lessee for a period of time in exchange for consideration. The Company shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

#### As a Lessee

At the commencement date, company recognises a right-of-use asset at cost and a lease liability at present value of the lease payments that are not paid at commencement date. The Lease Payments are discounted using Company's incremental borrowing rate on periodic basis. Subsequently, right of use asset is depreciated over lease term and lease liability is reduced as payments are made and an imputed finance cost on lease liability is recognised in statement of profit and loss using the Company's incremental borrowing rate.

If a lease, at the commencement date, has a lease term of 12 months or less or if it is a low value lease, it is treated as Short term lease. Lease payments associated with short term leases are treated as an expense on systematic basis

#### As a Lessor

A lessor shall classify each of its leases as either an operating lease or a finance lease.

#### Finance lease

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise assets held under a finance lease in its balance sheet and present them as a receivable at an amount equal to the net investment in the lease.

#### Operating Lease

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise lease payments from operating leases as income on straight line basis over the term of relevant lessee.

### 2.10. Impairment of Non-financial Assets

**2.10.1.** Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

of impairment. If any indication of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised.

The recoverable amount is the higher of the fair value less cost to sell and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

### 2.11. Inventories

- 2.11.1.** Inventories are valued at lower of cost and net realisable value. The cost of inventories, in case of inventories of raw material with specific identification is arrived on first in first out basis and for inventories of other items on weighted average basis.
- 2.11.2.** Cost includes all charges incurred in bringing the goods to their present location and condition. Work-in-progress and finished goods include appropriate proportion of overheads.
- 2.11.3.** Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2.12. Fair Value measurement

- 2.12.1.** The Company measures certain financial instruments at fair value at each reporting date.
- 2.12.2.** Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.
- 2.12.3.** 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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.
- 2.12.4.** The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.
- 2.12.5.** While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:
- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
  - Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
  - Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs)

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

- 2.12.6.** When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- 2.12.7.** If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.
- 2.12.8.** The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

### 2.13. Financial Instruments

#### 2.13.1. Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

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

#### Trade Receivables and Loans

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

#### Debt instruments

Debt instruments are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

#### Measured at amortised cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### Measured at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

### Measured at fair value through profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

### **Equity Instruments**

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

### **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

## **2.13.2. Financial Liabilities**

### **Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### **Derecognition**

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 2.13.3. Financial guarantees

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation.

### 2.13.4. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously

## 2.14. Revenue Recognition

### 2.14.1. Sale of goods:

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch of goods, based on contracts with the customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract.

**2.14.2.** Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

**2.14.3.** Income from sale of scrap is accounted upon transfer of control of promised goods to customers.

**2.14.4.** Lease license fees are recognised on straight line basis over the terms of the lease except where the license fees are structured to increase in line with expected general inflation.

**2.14.5.** Income from export incentives such as duty drawback are recognised on accrual basis.

**2.14.6.** Revenue from the sale of Development rights is recognised in terms of agreement entered into by the Company with the Developer.

**2.14.7.** Interest income is recognized using the effective interest rate (EIR) method.

**2.14.8.** Dividend income on investments is recognised when the right to receive dividend is established.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 2.15. Employee Benefits

#### 2.15.1. Short-term employee benefits

Short-term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

#### 2.15.2. Post-employment benefits

The Company operates the following post – employment schemes:

- Defined contribution plans such as provident fund and Family pension fund; and
- Defined benefit plans such as gratuity

##### **Defined Contribution Plans:**

Obligations for contributions to defined contribution plans such as provident fund are recognised as an expense in the Statement of Profit and Loss as the related service is provided.

##### **Defined Benefit Plans:**

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The current service cost of the defined benefit plan, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The net interest is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This net interest is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

#### 2.15.3. Other long-term employee benefits

Liability towards other long term employee benefits - leave encashment are determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurements are recognised in the Statement of Profit and Loss.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 2.16. Borrowing costs

- 2.16.1.** Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.
- 2.16.2.** Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

### 2.17. Foreign Currency Transactions

- 2.17.1.** The financial statements are presented in INR, the functional currency of the Company (i.e. the currency of the primary economic environment in which the Company operates).

**2.17.2. Monetary items:**

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

**2.17.3. Non - Monetary items:**

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

### 2.18. Government Grants

- 2.18.1.** Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.
- 2.18.2.** When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.
- 2.18.3.** Government grants relating to Property, Plant and Equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

### 2.19. Provisions and Contingent Liabilities

- 2.19.1.** Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, 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.
- 2.19.2.** The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

- 2.19.3.** If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
- 2.19.4.** Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.
- 2.19.5.** Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

### 2.20. Taxes on Income

#### 2.20.1. Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

#### 2.20.2. Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹. lakhs, unless otherwise stated)

### 2.21. Segment reporting

**2.21.1.** The Company identifies operating segments based on the dominant source, nature of risks and returns and the internal organisation. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director (who is the Company's chief operating decision maker) in deciding how to allocate resources and in assessing performance

**2.21.2.** The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

### 2.22. Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the 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 effect of all dilutive potential equity shares.

### 2.23. Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 2.24. Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

### 2.25. Dividend

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## 3. RECENT ACCOUNTING PRONOUNCEMENTS

There are no standards that are issued but not yet effective on 31<sup>st</sup> March, 2020

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**4. Property, plant and equipment (Refer Note 1)**

| Particulars                                      | Free-hold Land | Freehold Land under development | Buildings       | Plant & Machinery* (Refer Note 2) | Furniture & Fixtures (Refer Note 2) | Vehicles      | Office Equipments | Total            |
|--|----------------|---------------------------------|-----------------|-----------------------------------|-------------------------------------|---------------|-------------------|------------------|
| <b>Gross Block</b>                               |                |                                 |                 |                                   |                                     |               |                   |                  |
| <b>Balance as at 31<sup>st</sup> March, 2018</b> | 491.02         | 0.93                            | 3,546.36        | 5,467.95                          | 12.02                               | 65.31         | 257.63            | 9,841.23         |
| Additions / adjustments                          | -              | -                               | 30.42           | 3.45                              | -                                   | 16.97         | 11.16             | 62.00            |
| Disposals / adjustments                          | -              | -                               | -               | -                                 | -                                   | 11.83         | -                 | 11.83            |
| <b>Balance as at 31<sup>st</sup> March, 2019</b> | 491.02         | 0.93                            | 3,576.78        | 5,471.40                          | 12.02                               | 70.45         | 268.80            | 9,891.39         |
| Additions / adjustments                          | -              | -                               | -               | 74.20                             | 21.25                               | 61.24         | 11.03             | 167.72           |
| Disposals / adjustments                          | -              | -                               | 36.07           | 3.82                              | -                                   | 2.86          | -                 | 42.75            |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>491.02</b>  | <b>0.93</b>                     | <b>3,540.71</b> | <b>5,541.78</b>                   | <b>33.28</b>                        | <b>128.83</b> | <b>279.82</b>     | <b>10,016.36</b> |
| <b>Accumulated Depreciation</b>                  |                |                                 |                 |                                   |                                     |               |                   |                  |
| <b>Balance as at 31<sup>st</sup> March, 2018</b> | -              | -                               | 603.64          | 1,980.49                          | 5.31                                | 27.82         | 58.91             | 2,676.17         |
| Depreciation for the year                        | -              | -                               | 265.62          | 902.35                            | 1.77                                | 14.63         | 13.56             | 1,197.93         |
| Ind AS adjustments                               | -              | -                               | -               | -                                 | -                                   | -             | -                 | -                |
| Disposals / adjustments                          | -              | -                               | -               | -                                 | -                                   | 10.69         | -                 | 10.69            |
| <b>Balance as at 31<sup>st</sup> March, 2019</b> | -              | -                               | 869.26          | 2,882.85                          | 7.08                                | 31.76         | 72.47             | 3,863.41         |
| Depreciation for the year                        | -              | -                               | 239.89          | 685.54                            | 6.42                                | 21.75         | 12.68             | 966.28           |
| Ind AS adjustments                               | -              | -                               | -               | -                                 | -                                   | -             | -                 | -                |
| Disposals / adjustments                          | -              | -                               | 0.42            | -                                 | -                                   | 1.90          | -                 | 2.32             |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | -              | -                               | <b>1,108.74</b> | <b>3,568.39</b>                   | <b>13.50</b>                        | <b>51.61</b>  | <b>85.15</b>      | <b>4,827.37</b>  |
| <b>Net Block</b>                                 |                |                                 |                 |                                   |                                     |               |                   |                  |
| <b>Balance as at 31<sup>st</sup> March, 2019</b> | 491.02         | 0.93                            | 2,707.51        | 2,588.56                          | 4.94                                | 38.69         | 196.33            | 6,027.97         |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>491.02</b>  | <b>0.93</b>                     | <b>2,431.97</b> | <b>1,973.39</b>                   | <b>19.78</b>                        | <b>77.22</b>  | <b>194.68</b>     | <b>5,188.98</b>  |

**Notes:**

- Property plant and equipment pledged as securities for borrowing as detailed in note no 26.
- These include assets which are given on operating leases, the details thereof are included in note no.46.B

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**5. Capital work in progress**

| Particulars                       | Amount          |
|-----------------------------------|-----------------|
| 31 <sup>st</sup> March 2019       | 3,455.87        |
| <b>31<sup>st</sup> March 2020</b> | <b>3,559.08</b> |

**6 Right of use assets**

| Particulars   | Land         | Vehicle       | Total         |
|---|--------------|---------------|---------------|
| <b>Gross Block</b>  |              |               |               |
| <b>Balance as at 01<sup>st</sup> April, 2019</b>            |              |               |               |
| <b>On account of adoption of Ind AS 116 (Refer Note 46)</b> | 35.78        | 121.41        | 157.19        |
| Additions / adjustments                                     | -            | -             | -             |
| Disposals / adjustments                                     | -            | -             | -             |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>            | <b>35.78</b> | <b>121.41</b> | <b>157.19</b> |
| <b>Accumulated Depreciation</b>                             |              |               |               |
| Depreciation for the year                                   | 17.89        | 59.83         | 77.72         |
| Disposals / adjustments                                     | -            | -             | -             |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>            | <b>17.89</b> | <b>59.83</b>  | <b>77.72</b>  |
| <b>Net Block</b>  |              |               |               |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>            | <b>17.89</b> | <b>61.58</b>  | <b>79.47</b>  |

**7 Intangible Assets under Development**

| Particulars                                      | ERP Software under Development |
|--|--------------------------------|
| <b>Balance as at 01<sup>st</sup> April, 2018</b> | -                              |
| Additions / adjustments                          | -                              |
| Disposals / adjustments                          | -                              |
| <b>Balance as at 31<sup>st</sup> March, 2019</b> | -                              |
| Additions / adjustments                          | 105.99                         |
| Disposals / adjustments                          | -                              |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>105.99</b>                  |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**8. Investment Property**

| Particulars  | Freehold Land | Leasehold Land | Buildings<br>(Refer Note 1) | Total           |
|--|---------------|----------------|-----------------------------|-----------------|
| <b>Gross Block</b>   |               |                |                             |                 |
| <b>Balance as at 31<sup>st</sup> March, 2018</b>                         | 553.98        | 87.69          | 3,743.05                    | 4,384.72        |
| Additions / adjustments  | -             | -              | -                           | -               |
| Disposals / adjustments (Transfer to assets held for sale refer note 20) | -             | 87.69          | -                           | 87.69           |
| <b>Balance as at 31<sup>st</sup> March, 2019</b>                         | 553.98        | -              | 3,743.05                    | 4,297.03        |
| Additions / adjustments  | -             | -              | -                           | -               |
| Disposals / adjustments  | -             | -              | -                           | -               |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>                         | <b>553.98</b> | -              | <b>3,743.05</b>             | <b>4,297.03</b> |
| <b>Accumulated Depreciation</b>  |               |                |                             |                 |
| <b>Balance as at 31<sup>st</sup> March, 2018</b>                         | -             | -              | 357.04                      | 357.04          |
| Depreciation for the year  | -             | -              | 165.43                      | 165.43          |
| Disposals  | -             | -              | -                           | -               |
| <b>Balance as at 31<sup>st</sup> March, 2019</b>                         | -             | -              | 522.47                      | 522.47          |
| Depreciation for the year  | -             | -              | 157.11                      | 157.11          |
| Disposals  | -             | -              | -                           | -               |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>                         | -             | -              | <b>679.57</b>               | <b>679.57</b>   |
| <b>Net Block</b>   |               |                |                             |                 |
| <b>Balance as at 31<sup>st</sup> March, 2019</b>                         | 553.98        | -              | 3,220.58                    | 3,774.56        |
| <b>Balance as at 31<sup>st</sup> March, 2020</b>                         | <b>553.98</b> | -              | <b>3,063.48</b>             | <b>3,617.46</b> |

**Notes:**

1. These include assets which are given on operating leases, the details thereof are included in note no.46.B

**Fair value**

| Particulars                              | Freehold Land   | Buildings        |
|--|-----------------|------------------|
| As at 31 <sup>st</sup> March, 2019       | 7,947.48        | 16,483.23        |
| <b>As at 31<sup>st</sup> March, 2020</b> | <b>8,719.54</b> | <b>26,589.02</b> |

The fair values of the investment property are categorised as level 2 in the fair valuation hierarchy and has been determined by external, independent property valuers/ Ready Reckoner rate as per local government authority.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**Information regarding Income and Expenditure of Investment Property**

| Particulars   | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| Rental Income derived from Investment Property  | 2,960.76                                   | 2,918.97                                   |
| <u>Less:</u> Direct operating expenses (including repairs and maintenance) generating rental income | 263.82                                     | 352.57                                     |
| Direct operating expenses (including repairs and maintenance) not generating rental income          | -  | -  |
| <b>Income arising from investment property before depreciation</b>                                  | <b>2,696.94</b>                            | 2,566.40                                   |
| <u>Less:</u> Depreciation   | 157.11                                     | 165.43                                     |
| <b>Income from Investment property (Net)</b>  | <b>2,539.83</b>                            | 2,400.97                                   |

**9 Biological assets other than bearer plants**

| Particulars                                      | Live stock  |
|--|-------------|
| <b>Gross Block</b>                               |             |
| <b>Balance as at 31<sup>st</sup> March, 2018</b> | 8.70        |
| Additions / adjustments                          | -           |
| Disposals / adjustments                          | -           |
| <b>Balance as at 31<sup>st</sup> March, 2019</b> | 8.70        |
| Additions / adjustments                          | -           |
| Disposals / adjustments                          | -           |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>8.70</b> |
| <b>Net Block</b>                                 |             |
| Balance as at 31 <sup>st</sup> March, 2019       | <b>8.70</b> |
| <b>Balance as at 31<sup>st</sup> March, 2020</b> | <b>8.70</b> |

Fair values of the Biological assets are categorised as level 3 in the fair valuation hierarchy and the same has been determined by the management after considering the relevant factors.

**10. Investments**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Unquoted</b>   |                                       |                                       |
| <b>Investment in equity instrument (fully paid up)</b>                                      |                                       |                                       |
| <b>At Fair value through other comprehensive income (FVTOCI)</b>                            |                                       |                                       |
| - 90 (31 <sup>st</sup> March, 2019: 90) shares of The New Piece Goods Bazar Company Limited | 0.28                                  | 0.28                                  |
| <b>Total</b>  | <b>0.28</b>                           | 0.28                                  |
| Aggregate amount of Unquoted security   | 0.28                                  | 0.28                                  |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**11. Loans**

| <b>Particulars</b>                         | <b>As at<br/>31<sup>st</sup> March, 2020</b> | <b>As at<br/>31<sup>st</sup> March, 2019</b> |
|--|--|--|
| Security Deposits                          | 110.36                                       | 112.36                                       |
| Loan - Inter Corporate (refer Note 48.C.c) | 9,495.58                                     | 8,895.58                                     |
| <b>Total</b>                               | <b>9,605.94</b>                              | 9,007.94                                     |

| <b>Particulars</b>                                    | <b>As at<br/>31<sup>st</sup> March, 2020</b> | <b>As at<br/>31<sup>st</sup> March, 2019</b> |
|---|--|--|
| Loans considered good - Secured                       | -  | -  |
| Loans considered good - Unsecured                     | 110.36                                       | 112.36                                       |
| Loans which have significant increased In credit risk | 9,495.58                                     | 8,895.58                                     |
| Loans - credit impaired                               | -  | -  |
| <b>Total</b>  | <b>9,605.94</b>                              | 9,007.94                                     |
| Less: Loss allowance                                  | (299.00)                                     | (250.00)                                     |
| <b>Total</b>  | <b>9,306.94</b>                              | 8,757.94                                     |

**12. Other financial assets - Non current (At Amortised Cost)**

| <b>Particulars</b>   | <b>As at<br/>31<sup>st</sup> March, 2020</b> | <b>As at<br/>31<sup>st</sup> March, 2019</b> |
|--|--|--|
| Due from a developer (Refere Note 12.1)  | 60,302.61                                    | 56,326.93                                    |
| Fixed deposit with bank with remaining maturity more than 12 month<br>Held as Margin money | 320.60                                       | 296.48                                       |
| <b>Total</b>   | <b>60,623.21</b>                             | 56,623.41                                    |

- 12.1** a. In an earlier year, the Company entered into a Development Agreement (“the DA”) with a Developer whereby the Company granted the development rights to develop approximately 36,000 square metres of constructed area (“the Development Rights”) on 12,204 square metres out of its Freehold Land at Dadar (“the said property”).
- b. In terms of the DA and further agreements / understandings between the Company and the Developer, any cost of construction incurred by the Company and such further costs (including interest on borrowings for the said construction) that may be incurred by the Company for the development of the above referred to area is to be reimbursed by the Developer. Accordingly, the cost incurred by the Company upto 31<sup>st</sup> March, 2020 for the construction (net of amounts received from the developer in terms of the DA) amounting to ₹. 60,302.61 lakhs (31<sup>st</sup> March, 2019 ₹. 56,326.93 lakhs) is shown as “Due from developer” under Note 12 and ₹. 5,984.62 lakhs (31<sup>st</sup> March, 2019 ₹. 7,487.01 lakhs) is shown as “Due from developer” under Note 21.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

- c. The Company has Subsequently received from the Government of Maharashtra, the approval for the development of additional constructed area of approximately 5,000 square metres over and above the area covered under the DA ; the Developer and the Company have agreed that such additional area is to be owned by the Company. The related cost of such area to be owned by the Company is mutually agreed upon with the Developer on an appropriate basis. The Company has also carried forward the amount of ₹. 2,996.88 lakhs (31<sup>st</sup> March, 2019 ₹. 2905.14 lakhs) in Capital Work-in-progress as on 31<sup>st</sup> March, 2020. The said cost may be adjusted / increased when the Developer completes the construction of the total area including the construction of the common areas.
- d. The proportionate carrying cost of 12,204 square meters of land of ₹.0.93 lakhs as on 31<sup>st</sup> March, 2020 (31<sup>st</sup> March, 2019 ₹. 0.93 lakhs), in respect of which the Development Rights are granted, is shown as “Freehold Land (under development)” under “Property, Plant and Equipments” in Note 4.
- e. Further, the consideration for the Grant of the Development Rights is based on the specified percentage of the revenue received by the Developer (in terms of the DA in force), irrespective of the completion of construction / handing over the possession of the said constructed area to the Purchasers / Licensees and reflected as “Grant of Development Rights” in the Statement of Profit and Loss. The DA does not contemplate a transfer or an intention to transfer the ownership or possession of the said property at present and the same continues to remain with the Company.

### 13 Income tax assets (Net)

| Particulars                              | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| Taxes Paid - (net of provisions for tax) | 310.00                                | 554.46                                |
| <b>Total</b>                             | <b>310.00</b>                         | 554.46                                |

While making the provision for Current tax, the company has relied on the opinion of an expert for the tax treatment of gains earned for the Grant of development rights and availability of certain tax benefits in respect of the capital expenditure incurred on shifting of the industrial undertaking, as per the provision of the Income - Tax Act, 1961.

### 14 Deferred tax assets and liabilities

| Particulars                                    | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| Deferred tax assets                            | 164.81                                | 339.32                                |
| Deferred tax liabilities                       | (84.03)                               | (133.51)                              |
| <b>Net Deferred Tax Assets / (Liabilities)</b> | <b>80.77</b>                          | 205.81                                |



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**14 .1 Movement in deferred tax balances**

| Particulars   | Net balance as at 1 <sup>st</sup> April, 2019 | Recognised in profit or loss | Recognised in OCI | As at 31 <sup>st</sup> March, 2020 |                    |                        |
|---|---|------------------------------|-------------------|------------------------------------|--------------------|------------------------|
|   |   |                              |                   | Net Balance                        | Deferred tax asset | Deferred tax liability |
| <b>Deferred tax assets / (liabilities)</b>                                      |   |                              |                   |                                    |                    |                        |
| Property, plant and equipment, Capital work-in-progress and Asset held for sale | (115.64)                                      | 37.36                        | -                 | (78.28)                            | -                  | (78.28)                |
| Creation of deferred tax assets on account of Ind AS 116 'Leases'               | -   | 1.94                         | -                 | 1.94                               | 1.94               | -                      |
| Loans   | 72.80   | 14.27                        | -                 | 87.07                              | 87.07              | -                      |
| Inventories   | 2.62  | -                            | -                 | 2.62                               | 2.62               | -                      |
| Investments   | -   | (0.42)                       | -                 | (0.42)                             | -                  | (0.42)                 |
| Trade and other receivables   | 47.51   | 6.88                         | -                 | 54.39                              | 54.39              | -                      |
| Loans and borrowings  | (17.87)                                       | 12.54                        | -                 | (5.33)                             | -                  | (5.33)                 |
| Employee benefits   | 13.65   | 5.00                         | (2.70)            | 15.95                              | 15.95              | -                      |
| Deferred income   | 9.32  | (6.49)                       | -                 | 2.83                               | 2.83               | -                      |
| Provisions  | -   | -                            | -                 | -                                  | -                  | -                      |
|   | <b>12.39</b>                                  | <b>71.08</b>                 | <b>(2.70)</b>     | <b>80.77</b>                       | <b>164.81</b>      | <b>(84.03)</b>         |
| Unused tax assets (MAT credit entitlement)                                      | 350.95  | -                            | -                 | 193.42                             | 193.42             | -                      |
| Less : Utilised during the year   | (157.53)                                      | -                            | -                 | (193.42)                           | (193.42)           | -                      |
| <b>Net deferred tax assets/(Liabilities)</b>                                    | <b>205.81</b>                                 | <b>71.08</b>                 | <b>(2.70)</b>     | <b>80.77</b>                       | <b>164.81</b>      | <b>(84.03)</b>         |

**Movement in deferred tax balance**

| Particulars   | Net balance as at 1 <sup>st</sup> April, 2018 | Recognised in profit or loss | Recognised in OCI | As at 31 <sup>st</sup> March, 2019 |                    |                        |
|---|---|------------------------------|-------------------|------------------------------------|--------------------|------------------------|
|   |   |                              |                   | Net Balance                        | Deferred tax asset | Deferred tax liability |
| <b>Deferred tax assets / (liabilities)</b>                                      |   |                              |                   |                                    |                    |                        |
| Property, Plant and Equipment, Capital work-in-progress and Asset held for sale | (225.65)                                      | 110.01                       | -                 | (115.64)                           | -                  | (115.64)               |
| Loans   | -   | 72.80                        | -                 | 72.80                              | 72.80              | -                      |
| Biological assets other than bearer plants                                      | -   | -                            | -                 | -                                  | -                  | -                      |
| Inventories   | 2.62  | -                            | -                 | 2.62                               | 2.62               | -                      |
| Investments   | -   | -                            | -                 | -                                  | -                  | -                      |
| Trade and other receivable  | 56.47   | (8.96)                       | -                 | 47.51                              | 47.51              | -                      |
| Loans and borrowing   | (27.42)                                       | 9.55                         | -                 | (17.87)                            | -                  | (17.87)                |
| Employee benefits   | 10.65   | (3.21)                       | 6.21              | 31.65                              | 31.65              | -                      |
| Deferred income   | 23.28   | (13.96)                      | -                 | 9.32                               | 9.32               | -                      |
|   | <b>(160.04)</b>                               | <b>166.22</b>                | <b>6.21</b>       | <b>12.39</b>                       | <b>145.90</b>      | <b>(133.51)</b>        |
| Unused tax assets (MAT credit entitlement)                                      | 350.95  | -                            | -                 | 350.95                             | 350.95             | -                      |
| Less : Utilised during the year   | -   | -                            | -                 | (157.53)                           | (157.53)           | -                      |
| <b>Net deferred tax assets/(Liabilities)</b>                                    | <b>190.91</b>                                 | <b>166.22</b>                | <b>6.21</b>       | <b>205.81</b>                      | <b>339.32</b>      | <b>(133.51)</b>        |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

### 15 Other non current assets

| Particulars                               | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Unsecured, considered good</b>         |                                       |                                       |
| Deposits                                  | 12.89                                 | 11.29                                 |
| Capital advances                          | 416.92                                | 429.55                                |
| Advances recoverable                      | 25.45                                 | 25.77                                 |
| Advance to gratuity trust (Refer note 44) | 23.73                                 | 22.96                                 |
| <b>Total</b>                              | <b>478.99</b>                         | 489.57                                |

### 16 Inventories

| Particulars       | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|-------------------|---------------------------------------|---------------------------------------|
| Raw Materials     | 410.68                                | 254.78                                |
| Work-in-Progress  | 2,840.32                              | 2,895.71                              |
| Finished Goods    | 912.29                                | 366.77                                |
| Fuel              | 51.86                                 | 43.55                                 |
| Stores and Spares | 223.50                                | 146.90                                |
| Others            | 6.32                                  | 6.92                                  |
| <b>Total</b>      | <b>4,444.97</b>                       | 3,714.63                              |

16.1 For accounting policy on inventories Refer note 2.11

16.2 Inventories pledged as securities for borrowings - Refer note 26 and 30

16.3 The amount of writedown of Inventories recognised as expense is ₹. 22.83 Lakhs (31<sup>st</sup> March, 2019 ₹ 26.97 Lakhs)

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**17 Investment**

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| <b>Unquoted</b>  |                                       |                                       |
| <b>Investment in equity instrument (fully paid up)<br/>At Fair value through profit and loss (FVTPL)</b>                   |                                       |                                       |
| 4 shares of face value ₹ 10 of Baroda Rayon Corporation Limited<br>(31 <sup>st</sup> March, 2019: Nil shares) <sup>#</sup> | 0.00                                  | -                                     |
| <b>Investment in Mutual Fund (fully paid up)<br/>At Fair value through profit and loss (FVTPL)</b>                         |                                       |                                       |
| 214.457 Units of Kotak Banking and PSU Debt Fund - Growth<br>(Regular plan) (31 <sup>st</sup> March, 2019: Nil Units)      | 0.10                                  | -                                     |
| 23,485.737 Units of Kotak Overnight Fund - Growth (31 <sup>st</sup> March, 2019:<br>Nil Units)                             | 250.17                                | -                                     |
| 4.797 Units of Mirae Asset Cash Management Fund - Regular Growth<br>Plan (31 <sup>st</sup> March, 2019: Nil Units)         | 0.10                                  | -                                     |
| 3.837 Units of Nippon India Low Duration Fund - Growth Plan Growth<br>Option (31 <sup>st</sup> March, 2019: Nil Units)     | 0.11                                  | -                                     |
| 8,88,721.954 Units of Nippon India Overnight Fund - Growth Plan<br>(31 <sup>st</sup> March, 2019: Nil Units)               | 951.37                                | -                                     |
| <b>Total</b>   | <b>1,201.84</b>                       | -                                     |
| Aggregate value of quoted investments  | -                                     | -                                     |
| Aggregate value of unquoted investments  | 1,201.84                              | -                                     |
| Aggregate amount of impairment in the value of investment  | -                                     | -                                     |

<sup>#</sup> Amount less than ₹ 1 lakh i.e ₹ 40.00

**18 Trade receivables**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Trade receivable considered good - Secured                      | -                                     | -                                     |
| Trade receivable considered good - Unsecured                    | 1,352.56                              | 1,503.41                              |
| Trade receivable which have significant increase in credit risk | 0.91                                  | 13.61                                 |
| Trade Receivables Credit impaired                               | -                                     | -                                     |
|   | <b>1,353.47</b>                       | 1,517.02                              |
| less: Loss allowances   | (25.69)                               | (32.54)                               |
| <b>Total</b>  | <b>1,327.78</b>                       | 1,484.48                              |

18.1 The credit period for trade receivable for textile related is 21 days and for garment related ranges from 60 days to 120 days.

18.2 Before accepting any new customer, the Company has appropriate levels of control procedures which ensure the potential customer's credit quality. Credit limits scoring attributed to customers are reviewed periodically by the Management.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

18.3 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade or other receivables are also not due from firms or private companies respectively in which any director is a partner, a director or a member

18.4 Security details refer note no.26 and 30

18.5 Details for the trade receivables whose credit risk has been assessed individually

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Trade receivables on which credit risk assessed on Individual basis | 0.91                                  | 13.61                                 |
| Less: Loss allowance on above                                       | (0.91)                                | (13.61)                               |
| <b>Total</b>  | -                                     | -                                     |

### 18.6 Movement in the expected credit loss allowance

| Particulars                                 | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Balance at the beginning of the year</b> | 18.92                                 | 21.10                                 |
| Add: provision during the year              | 5.86                                  | -                                     |
| Less: Reversal during the year              | -                                     | (2.18)                                |
| <b>Balance at the end of the year</b>       | <b>24.78</b>                          | 18.92                                 |

### 19 Cash and cash equivalents

| Particulars                      | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|----------------------------------|---------------------------------------|---------------------------------------|
| <b>Cash and Cash Equivalents</b> |                                       |                                       |
| Balance with Banks               | 70.93                                 | 75.76                                 |
| Cash on hand                     | 4.00                                  | 4.41                                  |
| <b>Total</b>                     | <b>74.93</b>                          | 80.17                                 |

### 20 Bank balances other than cash and cash equivalents

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| <b>Balances with Banks</b>   |                                       |                                       |
| Unpaid dividend  | 4.19                                  | 5.71                                  |
| <b>Other Bank Balances</b>   |                                       |                                       |
| Fixed deposits with banks with remaining maturity of more than three but less than twelve months |                                       |                                       |
| Held as Marigin money  | 254.94                                | 242.38                                |
| Held under the contract  | 2,766.15                              | 2,594.18                              |
|  | <b>3,021.09</b>                       | 2,836.56                              |
| <b>Total</b>   | <b>3,025.28</b>                       | 2,842.27                              |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**21 Other financial assets - Current**

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| Due from developer (Refer note 12.1)                 | 5984.62                               | 7,487.01                              |
| Interest receivable on security / fixed deposits     | 4.76                                  | 4.12                                  |
| Capital subsidy receivable under TUF <sup>S</sup> *  | 29.17                                 | 29.47                                 |
| Interest subsidy receivable under TUF <sup>S</sup> * | 409.19                                | 413.32                                |
| Foreign exchange subsidy receivable*                 | 307.97                                | 311.08                                |
| Deposit with Schedule Bank (Refer note 34.1)         | 2,250.00                              | 2,250.00                              |
|  | <b>8,985.71</b>                       | 10,495.00                             |

**Subsidies Receivable\***

| Particulars                               | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Considered good - Secured <sup>#</sup>    | 753.87                                | 753.87                                |
| Considered good - Unsecured               | -                                     | -                                     |
| Have significant increased In credit risk | -                                     | -                                     |
| Credit impaired                           | -                                     | -                                     |
| <b>Total</b>                              | 753.87                                | 753.87                                |
| Less : Loss Allowances                    | (7.54)                                | -                                     |
| <b>Total</b>                              | <b>746.33</b>                         | 753.87                                |

<sup>#</sup> The amounts are receivable from the government authorities on completion of formalities.

**22 Other current assets**

| Particulars                          | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--------------------------------------|---------------------------------------|---------------------------------------|
| Advances other than capital advances |                                       |                                       |
| Advances to Suppliers                | 230.23                                | 274.69                                |
| Insurance Claim receivable           | 150.03                                | 1.08                                  |
| Others - current assets              | 77.33                                 | 119.99                                |
| <b>Total</b>                         | <b>457.59</b>                         | 395.76                                |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 23 Assest held for sale

| Particulars              | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--------------------------|---------------------------------------|---------------------------------------|
| Assets held for disposal | 164.40                                | 87.69                                 |
| <b>Total</b>             | <b>164.40</b>                         | <b>87.69</b>                          |

As on 31<sup>st</sup> March 2020, the company has classified certain investment property of ₹ 164.40 Lakhs (31<sup>st</sup> March 2019 ₹. 87.69 lakhs) retire from active use and held for sale recognized and measured in accordance with Ind AS 105. "Non Current Assets Held for Sale and Discontinued Operations at lower of its carrying amount and fair value less cost to sell. The Company had expected to complete the sale in Financial Year 2019-20, however, due to COVID-19 various government formalities are still pending and hence the sale could not be completed. The formalities are expected to be completed post COVID-19 in the financial year 2020-21.

### 24 Equity Instruments

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| <b>Authorised :</b>  |                                       |                                       |
| 2,00,00,000 (31 <sup>st</sup> March,2019: 2,00,00,000)<br>Equity shares of ₹ 5 par value             | 1,000.00                              | 1,000.00                              |
|  | <b>1,000.00</b>                       | 1,000.00                              |
| <b>Issued, Subscribed and Paid up :</b>  |                                       |                                       |
| 1,67,20,000 (31 <sup>st</sup> March, 2019: 1,67,20,000)<br>Equity Shares of ₹ 5 par value fully paid | 836.00                                | 836.00                                |
| <b>Total</b>   | <b>836.00</b>                         | <b>836.00</b>                         |

#### 24.1 Reconciliation of number of shares outstanding at the beginning and end of the year:

| Particulars                             | As at<br>31 <sup>st</sup> March, 2020 |               | As at<br>31 <sup>st</sup> March, 2019 |        |
|---|---------------------------------------|---------------|---------------------------------------|--------|
|   | Number of<br>shares                   | Amount        | Number of<br>shares                   | Amount |
| <b>Equity Shares:</b>                   |                                       |               |                                       |        |
| Balance as at the beginning of the year | 1,67,20,000                           | 836.00        | 1,67,20,000                           | 836.00 |
| Changes during the year                 | -                                     | -             | -                                     | -      |
| Balance as at the end of the year       | <b>1,67,20,000</b>                    | <b>836.00</b> | 1,67,20,000                           | 836.00 |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 24.2 Rights, preferences and restrictions attached to shares

- i. The Company has only one class of shares referred to as equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- ii. The Company declares and pays dividend in Indian Rupees. The final dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

### 24.3 Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 |           | As at<br>31 <sup>st</sup> March, 2019 |           |
|--|---------------------------------------|-----------|---------------------------------------|-----------|
|  | Number of<br>shares                   | %<br>Held | Number of<br>shares                   | %<br>Held |
| Manubhai and Sons Investment Company Private Limited | 23,88,900                             | 14.29     | 23,88,900                             | 14.29     |
| Hiren Brothers Investment Company Private Limited    | 23,88,900                             | 14.29     | 23,88,900                             | 14.29     |
| M C Shah and Sons Investment Company Private Limited | 23,88,340                             | 14.28     | 23,88,340                             | 14.28     |
| Smt Aruna Manharlal Shah                             | 13,27,720                             | 7.94      | 13,27,720                             | 7.94      |

### 24.4 Shares allotted as fully paid up by way of Bonus Shares during the financial year 2015-16 :

| Particulars   | Amount        |
|---|---------------|
| 83,60,000 Equity Shares allotted as fully paid up bonus Shares in the ratio of 1:1 by capitalisation of following reserves: |               |
| - Capital Reserve   | 29.81         |
| - Securities Premium  | 388.19        |
|   | <b>418.00</b> |

### 25. Other equity

| Particulars        | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--------------------|---------------------------------------|---------------------------------------|
| Securities Premium | 1,695.20                              | 1,695.20                              |
| General Reserve    | 30,039.35                             | 30,039.35                             |
| Retained Earning   | 14,739.73                             | 12,682.82                             |
| <b>Total</b>       | <b>46,474.28</b>                      | 44,417.36                             |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**Movement in other equity**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Securities Premium</b>   |                                       |                                       |
| Balance at the beginning of the year  | 1,695.20                              | 1,695.20                              |
| <b>Balance at the end of the year</b>   | <b>1,695.20</b>                       | 1,695.20                              |
| <b>General Reserve</b>  |                                       |                                       |
| Balance at the beginning of the year  | 30,039.35                             | 30,039.35                             |
| <b>Balance at the end of the year</b>   | <b>30,039.35</b>                      | <b>30,039.35</b>                      |
| <b>Retained Earnings</b>  |                                       |                                       |
| Balance at the beginning of the year  | 12,682.82                             | 11,269.74                             |
| Add: Profit for the year as per Statement of Profit and Loss  | 2,769.53                              | 1,780.36                              |
| Less: Remeasurement of defined employee benefit plans   | (6.57)                                | (15.11)                               |
| Less: Final dividend for FY 2018-19: ₹ 1.75 per share<br>(FY 2017-18: ₹ 1.75 per share)                 | (292.60)                              | (292.60)                              |
| Less: Interim dividend for FY 2019-20: ₹ 1.75 per share   | (292.60)                              | -                                     |
| Less: Corporate dividend tax on final dividend of previous year and<br>interim dividend of current year | (120.85)                              | (59.57)                               |
| <b>Balance at the end of the year</b>   | <b>14,739.73</b>                      | 12,682.82                             |
| <b>Total other equity</b>   | <b>46,474.28</b>                      | 44,417.36                             |

**25.1 Nature and Purpose of reserves**
**i Securities Premium Reserve**

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

**ii General Reserve**

The general reserve represents amounts appropriated out of retained earnings and are available for distribution to shareholders.

**iii Retained Earnings**

Retained Earnings represents surplus / accumulated earnings of the company and are available for distribution to shareholders.



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**26. Borrowings - Non - current**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Secured - at amortised cost</b>                          |                                       |                                       |
| Term Loans  |                                       |                                       |
| - From Banks - Under Textile upgradation fund scheme (TUFs) | -                                     | 57.17                                 |
| - From Banks - other than above                             | 2,392.59                              | 2,781.88                              |
| - From other parties  | 19,918.42                             | 20,723.54                             |
| <b>Unsecured - at amortised cost</b>                        |                                       |                                       |
| Loan from related parties                                   | 5,299.57                              | 5,424.57                              |
| Inter corporate deposits                                    |                                       |                                       |
| - From Related parties                                      | 3,445.43                              | 3,525.00                              |
| - From Others   | 1,000.00                              | 1,000.00                              |
| <b>Total</b>  | <b>32,056.01</b>                      | <b>33,512.16</b>                      |

| Sr. No     | Nature of Security   | Rate of Interest       | As at<br>31 <sup>st</sup> March,<br>2020 | As at<br>31 <sup>st</sup> March,<br>2019 |
|------------|--|------------------------|--|--|
| <b>I</b>   | <b>Term Loan From Banks:</b>   |                        |  |  |
| i.         | Term Loan from IDBI Bank of ₹. 1,875.00 lakhs for TUFs repayable in 98 equal monthly instalments commencing from May 2012 is secured by:   | 13.75 %<br>- 13.90%    | 57.17                                    | 286.06                                   |
| a          | First charge on the machinery acquired out of this Term Loan.  |                        |  |  |
| b          | First charge on pari passu basis on the Fixed Assets of the Company situated at Dhamni and Kharsundi.  |                        |  |  |
| c          | All pieces and parcels of land measuring 1,04,791 sq mt at Village Kharsundi, taluka Khalapur, District Raigad in Maharashtra  |                        |  |  |
| d          | All pieces and parcels of free hold land measuring 14 Hectres 57 Acres at village Dhamni, taluka Khalapur, District Raigad in Maharashtra.   |                        |  |  |
| e          | Personal guarantee of two promoter directors of the Company.   |                        |  |  |
| <b>II.</b> | <b>Term Loan From Other Parties:-</b>  |                        |  |  |
| i          | Loan from Daimler Financial Services India Private Limited of ₹. 23.74 lakhs is repayable in 36 equal monthly instalment commencing from 20 <sup>th</sup> April, 2018, secured against hypothecation of specified vehicle in the relevant agreement. | 10.66%                 | 9.16                                     | 16.98                                    |
| ii.        | Term Loan from HDFC Limited of ₹. 25,000.00 lakhs sanctioned and ₹. 23,000.00 lakhs availed under Loan Against Property is repayable in 144 monthly instalments to be commenced from January, 2017 secured by:                                       | 10.65%<br>to<br>10.75% | 20,703.64                                | 21,398.92                                |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

|            |   |                       |                  |                  |
|------------|---|-----------------------|------------------|------------------|
| a          | First exclusive charge by way of Assignment of receivables as per Leave and License agreement with respective lessee of the 4 <sup>th</sup> , 7 <sup>th</sup> , 9 <sup>th</sup> , 18 <sup>th</sup> Floors, North East Wing and entire 14 <sup>th</sup> to 16 <sup>th</sup> Floors aggregating to 1,82,348 sq. ft. area of the building “The Ruby” in IT Park at Dadar, Mumbai, Maharashtra - Refer Note 12.1 (e). |                       |                  |                  |
| b          | Assignment of Receivables from the above commercial property through an Escrow account.   |                       |                  |                  |
| c          | Personal guarantee of two promoter directors of the Company.  |                       |                  |                  |
| d          | Corporate Guarantee of the Developer  |                       |                  |                  |
| <b>iii</b> | LRD DLOD Loan from Indusind Bank Limited of ₹. 3,000.00 lakhs sanctioned and ₹. 3,000.00 lakhs availed under Loan Against Property commercial is repayable in 144 monthly instalments to be commenced from January, 2019 secured by:  | 7.60%<br>to<br>10.05% | 2,596.06         | 2,918.35         |
| a          | Collateral by way of exclusive mortgage charge on commercial property : on 6 <sup>th</sup> floor, south wing, along with 9 car parking at building known as “The Ruby Corporate Park”, 29 Senapati Bapat Marg, Dadar (W), Mumbai 400028, Maharashtra  |                       |                  |                  |
| b          | Assignment of Receivables from the above commercial property through an Escrow account.   |                       |                  |                  |
| c          | Personal guarantee of two promoter directors of the Company.  |                       |                  |                  |
| d          | Corporate Guarantee of the Developer  |                       |                  |                  |
| <b>iv</b>  | LRD DLOD Loan from Indusind Bank Limited of ₹. 1,558.00 lakhs sanctioned and ₹. 1,558.00 lakhs availed under Loan Against Property commercial is repayable in 156 monthly instalments to be commenced from June, 2019 secured by:   | 10.00%                | -                | -                |
| a          | Collateral by way of exclusive mortgage charge on commercial property : on 5 <sup>th</sup> floor, North East wing, along with 5 car parking at building known as “The Ruby Corporate Park”, 29 Senapati Bapat Marg, Dadar (W), Mumbai 400028, Maharashtra   |                       |                  |                  |
| b          | Assignment of Receivables from the above commercial property through an Escrow account.   |                       |                  |                  |
| c          | Personal guarantee of two promoter directors of the Company.  |                       |                  |                  |
| d          | Corporate Guarantee of the Developer  |                       |                  |                  |
|            | <b>Total of (I)+(II)</b>  |                       | 23,366.02        | 24,620.31        |
|            | Less: Current maturities of long term debt  |                       | 1,055.02         | 1,057.73         |
|            |   |                       | <b>22,311.01</b> | <b>23,562.58</b> |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| III. | <b>Terms of Repayment of unsecured borrowings</b>   |         |          |          |
|------|---|---------|----------|----------|
|      | Loans and advances from Related Parties   | 12%     | 5,299.57 | 5,424.57 |
|      | Inter corporate deposits  | 8% -13% |          |          |
|      | <b>Terms of Repayment:</b>  |         |          |          |
|      | Long term loan from related as well as unrelated parties are repayable after 31 <sup>st</sup> March, 2020 and loan which are short term in nature are repayable on demad. |         |          |          |
|      | - From Related parties  |         | 3,445.43 | 3,525.00 |
|      | - From Others   |         | 1,000.00 | 1,000.00 |

Rate of interest in case of TUFF loans is without considering interest subsidy under TUFF scheme

**27 Other financial liabilities - Non Current**

| Particulars                 | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|-----------------------------|---------------------------------------|---------------------------------------|
| Trade and Security Deposits | 2,246.60                              | 2,253.25                              |
| Lease liabilities           | 15.73                                 | -                                     |
| <b>Total</b>                | <b>2,262.33</b>                       | 2,253.25                              |

**28 Provisions**

| Particulars                                     | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Provision for Employee Benefits (Refer note 44) | 34.04                                 | 27.85                                 |
| <b>Total</b>                                    | <b>34.04</b>                          | 27.85                                 |

**29 Other non-current liabilities**

| Particulars                  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|------------------------------|---------------------------------------|---------------------------------------|
| <b>Deferred income</b>       |                                       |                                       |
| - Deferred Government Grants | 7.84                                  | 9.64                                  |
| <b>Total</b>                 | <b>7.84</b>                           | 9.64                                  |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**30 Borrowings - Current**

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| <b>Loans repayable on demand</b>                           |                                       |                                       |
| <b>Secured</b>   |                                       |                                       |
| From banks   |                                       |                                       |
| - Cash credit and overdraft facilities (refer note 30.1.i) | 1,025.84                              | 1,290.82                              |
| - Stock pledge loan (refer note 30.1.ii)                   | 186.78                                | -                                     |
| <b>Unsecured</b>   |                                       |                                       |
| Loan from related parties                                  | 3,199.50                              | 1,278.25                              |
| Inter corporate deposits                                   |                                       |                                       |
| - From Related parties                                     | 1,198.52                              | 903.51                                |
| - From Others  | 250.30                                | 263.50                                |
| <b>Total</b>   | <b>5,860.94</b>                       | <b>3,736.08</b>                       |

**30.1 Cash Credit and Overdraft Facilities are secured as under :**

- i. Bank of India - ₹. 87.01 lakhs (31<sup>st</sup> March, 2019 ₹. 146.44 lakhs)  
 State Bank of India - ₹. 936.26 lakhs (31<sup>st</sup> March, 2019 ₹. 952.09 lakhs)  
 Bank of Baroda - ₹. 2.57 lakhs (31<sup>st</sup> March, 2019 ₹. 192.29 lakhs)  
Secured against
  - a. First pari passu charge on entire Current Assets, both present and future, of the Company.
  - b. Second pari passu charge on Land and Building and Plant and Machinery on Company's Assets at Dhamini and Kharsundi.
  - c. Personal guarantee of two promoter directors of the Company.
- ii. Short term Loan from IndusInd Bank of ₹. 500.00 lakhs sanctioned and ₹ 186.78 lakhs availed against Pledge of Cotton bales is repayable after 9 month secured by :
  - a. Primary secured by the way of pledge of Stock as per the warehouse receipt from the borrower
  - b. Personal guarantee of two promoter directors of the Company.

**31 Trade payables**

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| Total outstanding dues of Micro, Small and Medium Enterprises. (MSME)              | 162.46                                | 109.85                                |
| Total outstanding dues of creditors other than Micro, Small and Medium Enterprises | 1,835.99                              | 1,616.37                              |
| <b>Total</b>   | <b>1,998.45</b>                       | <b>1,726.22</b>                       |

31.1 Trade payables are non - interest bearing and are normally settled within 45 - 60 days. Trade payables to MSME are settled within 45 days except in case of quality related issue.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

31.2 According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| a. Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act   |                                       |                                       |
| Principal   | 162.46                                | 109.85                                |
| Interest  | 5.00                                  | 0.19                                  |
| b. The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year  | -                                     | 117.54                                |
| c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act   | -                                     | 2.09                                  |
| d. The amount of interest accrued and remaining unpaid at the end of each accounting year   | 5.00                                  | 0.19                                  |
| e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006 | 5.00                                  | 0.19                                  |

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**32. Other financial liabilities**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Current maturities of Long-term debts (Refer Note 26)       |                                       |                                       |
| Secured - at amortised cost                                 |                                       |                                       |
| Term Loans  |                                       |                                       |
| - From Banks - Under Textile upgradation fund scheme (TUFS) | 57.17                                 | 228.89                                |
| - From Banks - other than above                             | 203.47                                | 136.48                                |
| - From other parties  | 794.38                                | 692.36                                |
| Lease Liability   | 70.40                                 | -                                     |
| Interest accrued on borrowings                              | 1120.30                               | 383.42                                |
| Unclaimed dividend*   | 4.18                                  | 5.70                                  |
| Trade and security deposits.                                | 2.50                                  | 2.50                                  |
| Creditors for Capital Expenses                              | 10.63                                 | 42.08                                 |
| Other liabilities   | 218.81                                | 575.94                                |
| <b>Total</b>  | <b>2,481.84</b>                       | <b>2,067.37</b>                       |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

32.1 \*All amounts required to be transferred to the Investor Education and Protection Fund by the Company have been transferred within the time prescribed for the same.

32.2 Other liability include creditors for expenses and others

### 33. Provisions

| Particulars                                     | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Provision for Employee Benefits (Refer note 44) |                                       |                                       |
| - for Gratuity                                  | 51.63                                 | 28.54                                 |
| - for Leave encashment                          | 15.20                                 | 15.83                                 |
| <b>Total</b>                                    | <b>66.83</b>                          | <b>44.37</b>                          |

### 34 Other current liabilities

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Advances from customers                             | 16.80                                 | 27.41                                 |
| Statutory liabilities                               | 158.63                                | 179.14                                |
| <b>Deferred Income</b>                              |                                       |                                       |
| Deferred Government Grant                           | 1.87                                  | 22.35                                 |
| Advance against Sale of Property (Refer Note below) | 10,786.50                             | 10,139.35                             |
| <b>Total</b>  | <b>10,963.80</b>                      | <b>10,368.25</b>                      |

#### 34.1

A Sum of ₹ 10,100.00 lakhs is Advance against Sale of Property directly from a prospective buyer for a proposed Sale of premises on Freehold Land under “Buildings”. Out of the total consideration agreed, a very substantial balance is yet receivable. Meanwhile, certain disputes and differences have arisen between the prospective buyer and their bankers on account of which the Company is indirectly affected. In the absence of payment of the balance consideration and inter alia with the accounts of the prospective buyer becoming a NPA with its Bankers and the said advance becoming the subject matter of legal proceedings between the prospective buyer and their Bankers, including proceedings before the Debts Recovery Tribunal and also criminal proceedings. In the said recovery proceedings between the prospective buyer and its Bankers, the Company has unnecessarily been involved. As advised, the Company has in the legal proceedings placed the correct facts in the correct perspective and have also sought for being deleted as parties therein. The said Application are pending.

The bank had filed a criminal complaint against their borrower however the Company’s Director has also been unnecessarily dragged into the matter. In spite of there being no legal case for the bank to demand the amount from the Company. The Company has made a voluntary without prejudice offer to pay the amount of ₹ 10,100.00 lakhs received as an advance from the prospective buyer, subject to the bank absolving the company from all civil and criminal proceedings & render us harmless, and that the bank to take action to protect the company against all future claims. In this connection the company to show its bonafides has deposited an amount of ₹ 2,250.00 Lakhs in the Bank’s No Lien account which if terms are not accepted by the bank, will be returned to the Company. The amount of ₹ 2,250.00 lakhs kept in No Lien account is shown under note 21. The bank has now agreed to settle the amount at principal of ₹ 10,100.00 lakhs for which draft Consent terms are under finalisation to be filed in court for appropriate orders to put a closure in the matter.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**35. Revenue from operations**

| Particulars  | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--|--|--|
| <b>Revenue from contracts with customers (refer note 51)</b> |  |  |
| Sale of Products   | 15,266.01                                  | 16,251.88                                  |
| Sale of services   | -  | 13.47                                      |
| <b>Other Operating Revenues</b>                              |  |  |
| Sale of Scrap  | 16.50                                      | 13.79                                      |
| <b>Total revenue from contracts with customers</b>           | <b>15,282.51</b>                           | 16,279.14                                  |
| License Fees and Other Amenities                             | 2,960.76                                   | 2,918.97                                   |
| Grant of development rights (Refer note 12.1)                | 64.75                                      | 77.52                                      |
| <b>Total</b>   | <b>3,025.51</b>                            | 2,996.49                                   |
| <b>Total Revenue from Operations</b>                         | <b>18,308.02</b>                           | 19,275.63                                  |

**36 Other Income**

| Particulars  | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--|--|--|
| <b>Interest Income from financial assets at amortised cost</b>                               |  |  |
| On bank deposits   | 17.03                                      | 25.39                                      |
| On loans and advances  | 600.00                                     | 600.54                                     |
| Other Interest   | 16.75                                      | 15.54                                      |
| <b>Dividend income</b>   |  |  |
| From non-current investment at FVOCI   | 0.18                                       | -  |
| <b>Other non-operating Income<br/>(Net of expenses directly attributable to such income)</b> |  |  |
| Sundry credit balances and excess provisions written back                                    | 98.72                                      | 25.63                                      |
| Sales tax refund   | 4.36                                       | 34.15                                      |
| Insurance claims   | 225.15                                     | -  |
| Miscellaneous income   | 25.55                                      | 76.06                                      |
| Loan Written off recovered   | -  | 25.00                                      |
| Loss on foreign currency transactions and translations (net)                                 | -  | 0.10                                       |
| Duty Drawback on exports   | 1.60                                       | 8.11                                       |
| Interest on Income tax refund  | -  | 3.31                                       |
| <b>Other gains or losses</b>   |  |  |
| Net gains on disposal of property, plant and equipment                                       | 2.65                                       | 0.45                                       |
| Fair valuation of investments in mutual funds  | 1.44                                       | -  |
| <b>Total</b>   | <b>993.43</b>                              | 814.28                                     |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

|  |        |        |
|--|--------|--------|
| Interest income on Fixed deposits created for the development of property directly charged to due from developer and based on debit note raised by developer are charged to CWIP (Building under construction) | 191.44 | 194.34 |
|--|--------|--------|

**37. Cost of materials consumed**

| Particulars          | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|----------------------|--|--|
| <b>Raw materials</b> |  |  |
| Opening stock        | (254.78)                                   | 339.55                                     |
| Add : Purchases      | 5,785.72                                   | 4,839.77                                   |
| Less: Closing stock  | (410.68)                                   | (254.78)                                   |
| <b>Total</b>         | <b>5,120.26</b>                            | 4,924.54                                   |

**38 Changes in inventories of finished goods and work-in-progress**

| Particulars                                     | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| <b>Inventories at the beginning of the year</b> |  |  |
| Finished Goods                                  | 366.77                                     | 637.57                                     |
| Work in Progress                                | 2,895.71                                   | 2,849.48                                   |
| Others  | 6.92                                       | 9.09                                       |
| (a)   | <b>3,269.40</b>                            | 3,496.14                                   |
| <b>Inventories at the end of the year</b>       |  |  |
| Finished goods                                  | 912.29                                     | 366.77                                     |
| Work in Progress                                | 2,840.32                                   | 2,895.71                                   |
| Others  | 6.32                                       | 6.92                                       |
| (b)   | <b>3,758.93</b>                            | 3,269.40                                   |
| <b>Net (Increase)/Decrease in Inventories</b>   | <b>(489.53)</b>                            | 226.74                                     |
| (a)-(b)   |  |  |



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**39 Employee benefits expense**

| Particulars                               | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| Salaries, wages and benefits              | 2,092.27                                   | 1,971.86                                   |
| Contribution to provident and other funds | 135.86                                     | 138.13                                     |
| Staff welfare expenses                    | 32.62                                      | 50.79                                      |
| <b>Total</b>                              | <b>2,260.75</b>                            | <b>2,160.78</b>                            |

**40 Finance Costs**

| Particulars                               | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| Interest expense                          |  |  |
| - Cash credit facilities / buyers' credit | 140.80                                     | 134.83                                     |
| - Term Loans - Under TUFS                 | 23.34                                      | 54.66                                      |
| - Lease Liability                         | 16.22                                      | -  |
| - Others                                  | 274.88                                     | 703.91                                     |
| Other borrowing costs                     | 53.98                                      | 35.40                                      |
| <b>Total</b>                              | <b>509.22</b>                              | <b>928.80</b>                              |

**40.1**

|  |          |          |
|--|----------|----------|
| Finance cost on borrowing taken for the development of property directly charged to due from developer and based on debit note raised by developer are charged to CWIP (Building under construction) | 3,630.52 | 3,280.96 |
|--|----------|----------|

**41. Depreciation and amortisation expense**

| Particulars  | Year Ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--|--|--|
| Depreciation on Property, Plant and Equipment and Investment property (refer note 4 and 8) | 1,123.39                                   | 1,363.36                                   |
| Depreciation on Right of use assets (refer note 6)   | 77.72                                      | -  |
| <b>Total</b>   | <b>1,201.11</b>                            | <b>1,363.36</b>                            |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**42. Other expenses**

| Particulars  | Year Ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--|--|--|
| Consumption of stores and spares                             | 1,784.89                                   | 1,935.11                                   |
| Power and fuel   | 2,747.71                                   | 3,239.68                                   |
| Brokerage and commission                                     | 416.11                                     | 441.80                                     |
| Weaving and processing charges                               | 150.73                                     | 99.90                                      |
| Rent   | 11.20                                      | 94.48                                      |
| Repairs and maintenance                                      |  |  |
| Building   | 315.01                                     | 309.58                                     |
| Machinery  | 99.51                                      | 170.45                                     |
| Others   | 62.22                                      | 78.47                                      |
| Insurance  | 56.20                                      | 25.72                                      |
| Rates and taxes  | 134.09                                     | 99.44                                      |
| Directors' sitting fees                                      | 8.40                                       | 10.30                                      |
| Loss on foreign currency transactions and translations (net) | 1.14                                       | -  |
| Auditors' Remuneration                                       |  |  |
| Audit fees   | 7.50                                       | 7.50                                       |
| Other Services   | 4.66                                       | 3.75                                       |
| Corporate Social Responsibility Expense (Refer note 52)      | 70.40                                      | 80.21                                      |
| Labour contractor charges                                    | 342.62                                     | 266.96                                     |
| Freight and forwarding                                       | 108.52                                     | 124.92                                     |
| Travelling and conveyance                                    | 165.84                                     | 148.55                                     |
| Legal and professional fees                                  | 157.93                                     | 281.11                                     |
| Donations  | 6.70                                       | 0.70                                       |
| Balances not recoverable written off                         | 26.30                                      | 20.62                                      |
| Provision for doubtful debts                                 | 6.77                                       | -  |
| Loss allowance on Loan and other                             | 56.54                                      | 250.00                                     |
| Miscellaneous Expenses                                       | 171.35                                     | 271.31                                     |
| <b>Total</b>   | <b>6,912.34</b>                            | <b>7,960.56</b>                            |

**43 Tax Expense and deferred tax liabilities (Net)**
**A Amounts recognised in profit and loss**

| Particulars   | Year Ended<br>31 <sup>st</sup> March, 2020 | Year Ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| <b>Current tax expense (a)</b>                              |  |  |
| In respect of current year                                  | 1,083.45                                   | 753.00                                     |
| In respect of earlier years                                 | -  | 157.99                                     |
| <b>Deferred tax expense (b)</b>                             | <b>1,083.45</b>                            | 910.99                                     |
| In respect of current year                                  | (65.68)                                    | (166.22)                                   |
| <b>Tax expense recognised in the income statement (a+b)</b> | <b>1,017.77</b>                            | <b>744.77</b>                              |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**B Amounts recognised in other comprehensive income**

| Particulars  | 2019-20       |                       |               | 2018-19    |                       |         |
|--|---------------|-----------------------|---------------|------------|-----------------------|---------|
|  | Before tax    | Tax (Expense) benefit | Net           | Before tax | Tax (Expense) benefit | Net     |
| <b>Items that will not be reclassified to profit or loss</b> |               |                       |               |            |                       |         |
| Remeasurements of the defined benefit plans                  | (9.27)        | 2.70                  | (6.57)        | (21.32)    | 6.21                  | (15.11) |
|  | <b>(9.27)</b> | <b>2.70</b>           | <b>(6.57)</b> | (21.32)    | 6.21                  | (15.11) |

**C Reconciliation of effective tax rate**

| Particulars  | 2019-20       |                 |  | 2018-19 |          |
|--|---------------|-----------------|--|---------|----------|
|  | %             | Amount          |  | %       | Amount   |
| <b>Profit before tax</b>   |               | <b>3,787.30</b> |  |         | 2,525.13 |
| Tax using the Company's domestic tax rate (Current year 29.12% and Previous Year 29.12%) | 29.12%        | 1,102.86        |  | 29.12%  | 735.32   |
| <b>Tax effect of:</b>  |               |                 |  |         |          |
| Non-deductible tax expenses - Donation and CSR   |               | 11.23           |  |         | 51.25    |
| Profit on sale of assets   |               | (0.77)          |  |         | (0.13)   |
| Additional allowance for tax purpose   |               | (248.08)        |  |         | (225.57) |
| Deferred tax liability created on Assets held for sale                                   |               | 72.58           |  |         | -        |
| Others   |               | 79.95           |  |         | 30.43    |
| Tax paid at lower rate   |               | -               |  |         | (4.51)   |
| <b>Effective Income Tax Rate</b>   |               | <b>1,017.77</b> |  |         | 586.78   |
| Adjustments recognised in current year in relation to the current tax of prior years     |               | -               |  |         | 157.99   |
| <b>Income Tax Expense</b>  | <b>26.87%</b> | <b>1,017.77</b> |  | 29.49%  | 744.77   |

No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity and not in Statement of Profit or Loss or Other Comprehensive Income.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 44 Employee benefits

#### A Post Employment Benefit Plans:

##### Defined Contribution Scheme

The company makes contributions towards provident fund to define contribution retirement benefit plan for qualifying employees. The Provident fund contributions are made to Government administered employees' provident fund. Both the employees and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary.

The company has recognised ₹. 102.89 lakhs (31<sup>st</sup> March, 2019 ₹ 101.52 lakhs) for Provident fund contributions in the statement of Profit and Loss.

##### Defined Benefit Plans

The Company has the following Defined Benefit Plans

##### **Gratuity:**

The company makes annual contribution to Ruby Mills Limited Employees' Gratuity Fund managed by HDFC Standard Life Insurance Limited and Bajaj Allianz; a funded defined benefit plan for the qualifying employees. The scheme provides for Payment to vested employees as under:

- On normal retirement / early retirement /withdrawals/ resignation : As per the provisions of payment of Gratuity Act, 1972.
- On death in service : As per provisions of Payment of Gratuity Act, 1972.

#### **Movement in net defined benefit (assets)/ liability**

| Particulars  | Gratuity Funded |         |
|--|-----------------|---------|
|  | 2019-20         | 2018-19 |
| <b>i) Reconciliation of balances of Defined Benefit Obligations.</b> |                 |         |
| Defined Obligations at the beginning of the year                     | 324.08          | 301.48  |
| Interest Cost  | 19.08           | 20.63   |
| Current Service Cost   | 36.34           | 33.47   |
| Past Service Cost (Vested Benefits)                                  | -               | -       |
| Benefits paid  | (19.60)         | (52.80) |
| <b>Actuarial (Gains)/ Losses on obligations</b>                      |                 |         |
| - Changes in financial Assumptions                                   | 17.14           | 4.21    |
| - Experience adjustments   | (15.25)         | 11.71   |
| - Demographic adjustments  | (2.03)          | 5.38    |
| Defined Obligations at the end of the year                           | <b>359.76</b>   | 324.08  |

| Particulars   | 2019-20       | 2018-19 |
|---|---------------|---------|
| <b>ii) Reconciliation of balances of Fair Value of Plan Assets in respect of Gratuity</b> |               |         |
| Fair Value at the beginning of the year   | 318.51        | 296.30  |
| Interest income (a)   | 19.76         | 22.22   |
| Return on Plan Assets, excluding interest income(b)                                       | (9.41)        | (0.02)  |
| Actual Return on Plan assets (a+b)  | 10.35         | 22.20   |
| Contribution by employer  | 22.60         | 52.80   |
| Benefits paid   | (19.60)       | (52.80) |
| Fair Value of Plan Assets at the end of the year  | <b>331.86</b> | 318.51  |
| <b>iii) Amount recognised in Balance sheet (I-II)</b>                                     | <b>27.91</b>  | 5.58    |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| <b>iv) Amount recognised in statement of Profit and Loss</b> |              |              |
|--|--------------|--------------|
| Current Service Cost   | 36.34        | 33.47        |
| Interest Cost  | 19.08        | 20.63        |
| Interest income  | (19.76)      | (22.22)      |
| Past Service Cost (Vested Benefits)                          | -            | -            |
| <b>Expenses for the year</b>                                 | <b>35.65</b> | <b>31.88</b> |

| <b>v) Amount recognised in Other Comprehensive Income</b> |             |              |
|---|-------------|--------------|
| <b>Remeasurements :</b>                                   |             |              |
| <b>Actuarial (Gains)/ Losses</b>                          |             |              |
| -Changes in financial assumptions                         | 17.14       | 4.21         |
| -Experience adjustments                                   | (15.25)     | 11.71        |
| -Demographic adjustments                                  | (2.03)      | 5.38         |
| Return on plan assets excluding net interest cost         | 9.41        | 0.02         |
| <b>Total</b>  | <b>9.27</b> | <b>21.32</b> |

| <b>vi) Major Actuarial Assumptions</b> |                    |  |                    |
|--|--------------------|--|--------------------|
| Discount Rate (%)                      |                    |  |                    |
| Staff                                  | 6.32%              |  | 6.94%              |
| Workers                                | 6.14%              |  | 7.35%              |
| Salary Escalation/ Inflation (%)       |                    |  |                    |
| Staff                                  | 4.00%              |  | 4.00%              |
| Workers                                | 5.00%              |  | 5.00%              |
| Attrition Rate                         |                    |  |                    |
| Staff                                  | 8.00%              |  | 10.00%             |
| Workers                                | 6.00%              |  | 6.00%              |
| Mortality Rates                        |                    |  |                    |
| Staff                                  | IALM (2012-14) ULT |  | IALM (2006-08) ULT |
| Workers                                | IALM (2012-14) ULT |  | IALM (2006-08) ULT |
| Expected Return on Plan assets (%)     |                    |  |                    |
| Staff                                  | 6.32%              |  | 6.94%              |
| Workers                                | 6.14%              |  | 7.35%              |

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors

The expected return on plan assets is based on market expectation at the beginning of the period, for returns over the entire life of the related obligation

| <b>vii) Investment Pattern for Fund</b> |               |               |
|---|---------------|---------------|
| <b>Category of Asset</b>                |               |               |
| Insurer Managed funds                   | 331.86        | 318.51        |
| <b>Total</b>                            | <b>331.86</b> | <b>318.51</b> |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

For the funded plans, the trust maintains appropriate fund balance considering the analysis of maturities. Projected Unit credit method is adopted for Asset-Liability Matching.

### Sensitivity analysis

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31<sup>st</sup> March, 2020 is as below

:

| Particulars                                       | Gratuity-Funded |
|---|-----------------|
| + 1% change in rate of Discounting                | 342.78          |
| - 1% change in rate of Discounting                | 379.13          |
| + 1% change in rate of Salary increase/ inflation | 376.76          |
| - 1% change in rate of Salary increase/ inflation | 344.57          |

Sensitivity analysis for significant actuarial assumptions, showing how the defined benefit obligation would be affected, considering increase/decrease of 1% as at 31<sup>st</sup> March, 2019 is as below:

| Particulars                                       | Gratuity-Funded |
|---|-----------------|
| + 1% change in rate of Discounting                | 310.45          |
| -1% change in rate of Discounting                 | 339.49          |
| + 1% change in rate of Salary increase/ inflation | 337.53          |
| - 1% change in rate of Salary increase/ inflation | 311.95          |

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation keeping all other actuarial assumptions constant.

The expected future cash flows as at 31<sup>st</sup> March, 2020 were as follows:

| Expected contribution  | Gratuity-Funded |
|--|-----------------|
| <b>Projected benefits payable in future years from the date of reporting</b> |                 |
| 1 <sup>st</sup> following year   | 114.54          |
| 2 <sup>nd</sup> following year   | 44.64           |
| 3 <sup>rd</sup> following year   | 24.22           |
| 4 <sup>th</sup> following year   | 27.29           |
| 5 <sup>th</sup> following year   | 25.16           |
| Years 6 to 10  | 104.98          |

### Other details as at 31<sup>st</sup> March, 2020

| Particulars   | Gratuity-Funded |
|---|-----------------|
| Weighted average duration of the Projected Benefit Obligation(in years) |                 |
| Staff   | 3.13            |
| Workers   | 8.98            |
| Prescribed contribution for next year - ₹ in Lakhs)                     | 41.85           |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020****45 Related Party disclosures**

(All amounts in ₹ lakhs, unless otherwise stated)

**A List of related parties and relationships****i Key Managerial Personnel:****a) Executive Directors**

Hiren M. Shah (Executive Chairman)  
Bharat M. Shah (Managing Director)  
Viraj M. Shah (Managing Director)  
Purav H. Shah (Whole time Director and Chief Executive Officer)

**b) Other Key Managerial Personnel**

Aruna M. Shah (Non-Executive Director)  
Shardul J. Thacker (Independent Director)  
Yogen S. Lathia (Independent Director)  
Deepak R Shah (Independent Director)  
Mehernosh Rusi Currawalla (Independent Director)  
Pradip Kapasi (Independent Director)  
Jaswanti Patel (Independent Director from 4<sup>th</sup> March, 2020)  
S. Jayaraman (Chief Financial Officer)  
Naina Rajat Kanagat (Company Secretary from 2<sup>nd</sup> May, 2018 to  
25<sup>th</sup> October, 2019)  
Pranav Maru (Company Secretary from 2<sup>nd</sup> March, 2020)

**ii Relative of Key Managerial Personnel with whom transactions have taken place**

Shri Manharlal Shah (Chairman Emeritus - ceased w.e.f 21<sup>st</sup> July, 2018)  
Rishabh V. Shah (President from 30<sup>th</sup> May, 2019)

**iii Entities Controlled by Key Managerial Personnel**

Manubhai & Sons Investment Company Private Limited  
Hiren Bros. Investment Company Private Limited  
M C Shah & Sons Investment Company Private Limited  
Ruby Sales & Services Private Limited  
Lathia Industrial Rollers Private Limited  
Lathia Industrial Supplies Company Private Limited  
Lathia Rubber Manufacturing Company Private Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### B Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31<sup>st</sup> March, 2020

| Disclosures in respect of transactions/<br>balances with related parties | Key Managerial Personnel           |                                    | Relatives of Key Managerial Personnel |                                    | Enterprise on which Key Managerial Personnel has control |                                    | Total                              |                                    |
|--|------------------------------------|------------------------------------|---------------------------------------|------------------------------------|--|------------------------------------|------------------------------------|------------------------------------|
|  | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020    | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020                       | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
| <b>i</b>   |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Balance as at year end   | -                                  | -                                  | -                                     | -                                  | -  | -                                  | -                                  | -                                  |
| Shri Manaharlal Shah   |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Smt. Aruna M. Shah (Director)  | 2,898.30                           | 3,375.30                           | -                                     | -                                  | -  | -                                  | 2,898.30                           | 3,375.30                           |
| Shri Hireen M. Shah (Executive Chairman)                                 | 2,742.99                           | 1,573.25                           | -                                     | -                                  | -  | -                                  | 2,742.99                           | 1,573.25                           |
| Shri Bharat M. Shah (Managing Director)                                  | 2,657.73                           | 1,292.21                           | -                                     | -                                  | -  | -                                  | 2,657.73                           | 1,292.21                           |
| Shri Viraj M. Shah (Managing Director)                                   | 872.26                             | 462.06                             | -                                     | -                                  | -  | -                                  | 872.26                             | 462.06                             |
| Manubhai & Sons Investment Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | 1,382.60   | 1,240.31                           | 1,382.60                           | 1,240.31                           |
| Hiren Bros. Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 1,862.49   | 1,605.90                           | 1,862.49                           | 1,605.90                           |
| M C Shah & Sons Investment Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | 1,463.71   | 1,287.80                           | 1,463.71                           | 1,287.80                           |
| Ruby Sales & Services Private Limited                                    | -                                  | -                                  | -                                     | -                                  | 47.16  | 44.50                              | 47.16                              | 44.50                              |
| Lathia Industrial Rollers Private Limited                                | -                                  | -                                  | -                                     | -                                  | -  | 125.00                             | -                                  | 125.00                             |
| Lathia Industrial Supplies Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | -  | 125.00                             | -                                  | 125.00                             |
| Lathia Rubber Manufacturing Company Private Limited                      | -                                  | -                                  | -                                     | -                                  | 0.20   | 0.07                               | 0.20                               | 0.07                               |
| <b>Total</b>   | <b>9,171.28</b>                    | <b>6,702.82</b>                    | <b>-</b>                              | <b>-</b>                           | <b>4,756.16</b>  | <b>4,428.58</b>                    | <b>13,927.44</b>                   | <b>11,131.40</b>                   |
| <b>ii</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| <b>Transactions during the year</b>                                      |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| <b>Loans and Advances (Unsecured)</b>                                    |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| <b>Loans Received</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Shri Manaharlal Shah   | -                                  | -                                  | -                                     | -                                  | -  | -                                  | -                                  | -                                  |
| Smt. Aruna M. Shah (Director)  | 117.50                             | 2,605.75                           | -                                     | -                                  | -  | -                                  | 117.50                             | 2,605.75                           |
| Shri Hireen M. Shah (Executive Chairman)                                 | 1,228.75                           | 815.50                             | -                                     | -                                  | -  | -                                  | 1,228.75                           | 815.50                             |
| Shri Bharat M. Shah (Managing Director)                                  | 1,529.50                           | 701.00                             | -                                     | -                                  | -  | -                                  | 1,529.50                           | 701.00                             |
| Shri Viraj M. Shah (Managing Director)                                   | 337.00                             | 156.00                             | -                                     | -                                  | -  | -                                  | 337.00                             | 156.00                             |
| Manubhai & Sons Investment Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | 152.80   | 452.71                             | 152.80                             | 452.71                             |
| Hiren Bros. Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 222.89   | 546.10                             | 222.89                             | 546.10                             |
| M C Shah & Sons Investment Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | 148.75   | 313.15                             | 148.75                             | 313.15                             |
| Ruby Sales & Services Private Limited                                    | -                                  | -                                  | -                                     | -                                  | 3.50   | 4.50                               | 3.50                               | 4.50                               |
| Lathia Industrial Rollers Private Limited                                | -                                  | -                                  | -                                     | -                                  | -  | 125.00                             | -                                  | 125.00                             |
| Lathia Industrial Supplies Company Private Limited                       | -                                  | -                                  | -                                     | -                                  | -  | 125.00                             | -                                  | 125.00                             |
| <b>Total</b>   | <b>3,212.75</b>                    | <b>4,278.25</b>                    | <b>-</b>                              | <b>-</b>                           | <b>527.94</b>  | <b>1,566.46</b>                    | <b>3,740.69</b>                    | <b>5,844.71</b>                    |



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

|  | Key Managerial Personnel           |                                    | Relatives of Key Managerial Personnel |                                    | Enterprise on which Key Managerial Personnel has control |                                    | Total                              |                                    |
|--|------------------------------------|------------------------------------|---------------------------------------|------------------------------------|--|------------------------------------|------------------------------------|------------------------------------|
|  | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020    | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020                       | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
| <b>Disclosures in respect of transactions/ balances with related parties</b> |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| <b>Loans Repaid/ Adjusted</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Shri Manaharlal Shah   | -                                  | -                                  | -                                     | 1,121.75                           | -  | -                                  | -                                  | -                                  |
| Smt. Aruna M. Shah (Director)  | 886.00                             | 26.50                              | -                                     | -                                  | 886.00   | -                                  | 886.00                             | 1,121.75                           |
| Shri Hiren M. Shah (Executive Chairman)                                      | 240.00                             | 55.00                              | -                                     | -                                  | 240.00   | -                                  | 240.00                             | 26.50                              |
| Shri Bharat M. Shah (Managing Director)                                      | 285.50                             | 357.50                             | -                                     | -                                  | 285.50   | -                                  | 285.50                             | 55.00                              |
| Shri Viraj M. Shah (Managing Director)                                       | 5.00                               | 15.44                              | -                                     | -                                  | 5.00   | -                                  | 5.00                               | 357.50                             |
| Manubhai & Sons Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 43.50  | 66.70                              | 43.50                              | 15.44                              |
| Hiren Bros. Investment Company Private Limited                               | -                                  | -                                  | -                                     | -                                  | 10.00  | 3.00                               | 10.00                              | 66.70                              |
| M C Shah & Sons Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 7.00   | 60.45                              | 7.00                               | 3.00                               |
| Ruby Sales & Services Private Limited  | -                                  | -                                  | -                                     | -                                  | 2.00   | -                                  | 2.00                               | 60.45                              |
| Lathia Industrial Rollers Private Limited                                    | -                                  | -                                  | -                                     | -                                  | 125.00   | -                                  | 125.00                             | -                                  |
| Lathia Industrial Supplies Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 125.00   | -                                  | 125.00                             | -                                  |
| <b>Total</b>   | <b>1,416.50</b>                    | <b>454.44</b>                      | <b>-</b>                              | <b>1,121.75</b>                    | <b>312.50</b>  | <b>130.15</b>                      | <b>1,729.00</b>                    | <b>1,706.34</b>                    |
| <b>Expenses</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| <b>Rent</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Shri Bharat M. Shah (Managing Director)                                      | 10.20                              | 10.20                              | -                                     | -                                  | 10.20  | -                                  | 10.20                              | 10.20                              |
| Shri Viraj M. Shah (Managing Director)                                       | 10.20                              | 10.20                              | -                                     | -                                  | 10.20  | -                                  | 10.20                              | 10.20                              |
| <b>Purchase of Store and Spare</b>   |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Lathia Rubber Manufacturing Company Private Limited                          | 1.43                               | 3.46                               | -                                     | -                                  | 1.43   | -                                  | 1.43                               | 3.46                               |
| <b>Total</b>   | <b>21.83</b>                       | <b>23.86</b>                       | <b>-</b>                              | <b>-</b>                           | <b>-</b>   | <b>-</b>                           | <b>21.83</b>                       | <b>23.86</b>                       |
| <b>Interest</b>  |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Shri Manaharlal Shah   | -                                  | -                                  | -                                     | 109.46                             | -  | -                                  | -                                  | 109.46                             |
| Smt. Aruna M. Shah (Director)  | 325.00                             | 162.23                             | -                                     | -                                  | 325.00   | -                                  | 325.00                             | 162.23                             |
| Shri Hiren M. Shah (Executive Chairman)                                      | 201.09                             | 204.94                             | -                                     | -                                  | 201.09   | -                                  | 201.09                             | 204.94                             |
| Shri Bharat M. Shah (Managing Director)                                      | 146.03                             | 117.82                             | -                                     | -                                  | 146.03   | -                                  | 146.03                             | 117.82                             |
| Shri Viraj M. Shah (Managing Director)                                       | 90.12                              | 56.24                              | -                                     | -                                  | 90.12  | -                                  | 90.12                              | 56.24                              |
| Manubhai & Sons Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 140.51   | 115.98                             | 140.51                             | 115.98                             |
| Hiren Bros. Investment Company Private Limited                               | -                                  | -                                  | -                                     | -                                  | 185.01   | 146.92                             | 185.01                             | 146.92                             |
| M C Shah & Sons Investment Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 145.99   | 129.86                             | 145.99                             | 129.86                             |
| Ruby Sales & Services Private Limited  | -                                  | -                                  | -                                     | -                                  | 5.14   | 3.79                               | 5.14                               | 3.79                               |
| Lathia Industrial Rollers Private Limited                                    | -                                  | -                                  | -                                     | -                                  | 1.20   | -                                  | 1.20                               | -                                  |
| Lathia Industrial Supplies Company Private Limited                           | -                                  | -                                  | -                                     | -                                  | 1.20   | -                                  | 1.20                               | -                                  |
| <b>Total</b>   | <b>762.24</b>                      | <b>541.23</b>                      | <b>-</b>                              | <b>109.46</b>                      | <b>479.05</b>  | <b>396.56</b>                      | <b>1,241.29</b>                    | <b>1,047.25</b>                    |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

| Disclosures in respect of transactions/<br>balances with related parties | Key Managerial Personnel           |                                    | Relatives of Key Managerial Personnel |                                    | Enterprise on which Key Managerial Personnel has control |                                    | Total                              |                                    |
|--|------------------------------------|------------------------------------|---------------------------------------|------------------------------------|--|------------------------------------|------------------------------------|------------------------------------|
|  | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020    | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020                       | As at 31 <sup>st</sup> March, 2019 | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
| <b>Director's Fees</b>   |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Smt. Aruna M. Shah   | 1.08                               | 1.00                               | -                                     | -                                  | -  | -                                  | 1.08                               | 1.00                               |
| Deepak Shah  | 1.83                               | 2.43                               | -                                     | -                                  | -  | -                                  | 1.83                               | 2.43                               |
| Mehemosh Currawala   | 0.60                               | 1.28                               | -                                     | -                                  | -  | -                                  | 0.60                               | 1.28                               |
| Pradip Kapasi  | 1.00                               | 1.08                               | -                                     | -                                  | -  | -                                  | 1.00                               | 1.08                               |
| Shardul Thacker  | 1.75                               | 2.50                               | -                                     | -                                  | -  | -                                  | 1.75                               | 2.50                               |
| Yogen Lathia   | 2.15                               | 2.03                               | -                                     | -                                  | -  | -                                  | 2.15                               | 2.03                               |
| <b>Total</b>   | <b>8.40</b>                        | <b>10.30</b>                       | <b>-</b>                              | <b>-</b>                           | <b>-</b>   | <b>-</b>                           | <b>8.40</b>                        | <b>10.30</b>                       |
| <b>Remuneration of Key Managerial Personnel</b>                          |                                    |                                    |                                       |                                    |  |                                    |                                    |                                    |
| Late Shri Manaharilal Shah   | -                                  | -                                  | -                                     | 45.56                              | -  | -                                  | -                                  | 45.56                              |
| Shri Hiren M. Shah   | 134.28                             | 129.90                             | -                                     | -                                  | -  | -                                  | 134.28                             | 129.90                             |
| Shri Bharat M. Shah  | 134.28                             | 129.90                             | -                                     | -                                  | -  | -                                  | 134.28                             | 129.90                             |
| Shri Viraj M. Shah   | 134.28                             | 129.90                             | -                                     | -                                  | -  | -                                  | 134.28                             | 129.90                             |
| Shri Purav H. Shah   | 72.05                              | 68.98                              | -                                     | -                                  | -  | -                                  | 72.05                              | 68.98                              |
| Shri Rishabh V. Shah   | -                                  | -                                  | 47.04                                 | 43.58                              | -  | -                                  | 47.04                              | 43.58                              |
| Shri S. Jayaraman  | 26.81                              | 26.52                              | -                                     | -                                  | -  | -                                  | 26.81                              | 26.52                              |
| Company Secretary  | 3.63                               | 4.71                               | -                                     | -                                  | -  | -                                  | 3.63                               | 4.71                               |
| <b>Total</b>   | <b>505.34</b>                      | <b>489.92</b>                      | <b>47.04</b>                          | <b>89.14</b>                       | <b>-</b>   | <b>-</b>                           | <b>552.38</b>                      | <b>579.06</b>                      |

Remuneration Paid include perquisites which does not from part of Managerial remuneration calculation as per Schedule V of The Companies Act 2013

### C Key Managerial Compensation\*

i For referred in i (a) above

| Remuneration                 | Year ended 31 <sup>st</sup> March, 2020 | Year ended 31 <sup>st</sup> March, 2019 |
|------------------------------|---|---|
| Short-term employee benefits | 424.58                                  | 412.85                                  |
| Post-employment benefits     | 50.32                                   | 45.84                                   |
|                              | <b>474.90</b>                           | <b>458.69</b>                           |

ii For referred in i (b) above

| Remuneration   | Year ended 31 <sup>st</sup> March, 2020 | Year ended 31 <sup>st</sup> March, 2019 |
|--|---|---|
| Short-term employee benefits                               | 30.43                                   | 31.23                                   |
| Post-employment benefits                                   | -                                       | -                                       |
| Others (Including Sitting fees to Non-executive directors) | 8.40                                    | 10.30                                   |
|  | <b>38.83</b>                            | <b>41.53</b>                            |

\* This aforesaid amount does not includes amounts in respect of gratuity and leave entitlement as the same is not determinable. Executive Directors have given Personal guarantees for loans availed by the Company. Refer note no 26 and 30.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 46 Adoption of Ind AS 116 - Leases

#### A Leases as lessee

- a. Effective 01<sup>st</sup> April, 2019, the company has adopted Ind AS 116- leases using a modified retrospective approach, accordingly on initial application of Ind AS 116, in respect of leases relating to vehicles and land previously classified as operating leases, lease liability is measured at the present value of remaining lease payments discounted using the incremental borrowing rate at the date of initial application and the Right-of-use asset has been measured at the amount equal to lease liability, adjusted for any prepaid or accrued lease payments recognised in the balance sheet immediately before the date of initial application.
- b. Effect of initial application of Ind AS 116 on transition date is disclosed below
- (i) Lease liabilities recognised on the date of initial application:

| Particular  | Amount        |
|---|---------------|
| Operating lease commitments as per Ind AS 17 as at 31 <sup>st</sup> March, 2019       | 181.08        |
| Weighted average incremental borrowing rate (% p.a) as at 1 <sup>st</sup> April, 2019 | 12.93%        |
| Present value of lease commitments using incremental borrowing rate                   | 157.19        |
| Adjustment  | -             |
| Practical expedient for leases with remaining lease term less than 12 months          | -             |
| <b>Lease liabilities recognised on the date of initial application:</b>               | <b>157.19</b> |

- (ii) Right of use asset recognised on the date of initial application

| Particular  | Amount        |
|---|---------------|
| Lease liability amount recognised                               | 157.19        |
| prepaid or accrued lease amount recognised in the balance sheet | -             |
| Amount recognised as net investment in sub-lease                | -             |
| <b>Right of use asset recognised on initial application</b>     | <b>157.19</b> |

- c Additions to right of use assets during the reporting period ended 31<sup>st</sup> March, 2020 and its carrying value as on that date

| Particulars  | As at 31 <sup>st</sup> March, 2020 |
|--|------------------------------------|
| Addition of right-of-use assets that do not meet the definition of investment property | 157.19                             |
| Depreciation charged during the current period   | 77.72                              |
| <b>Carrying value of Right-of-use assets</b>   | <b>79.47</b>                       |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

d The following is the movement in lease liabilities for the year ended 31<sup>st</sup> March, 2020

| <b>Particulars</b>                                       | <b>As at<br/>31<sup>st</sup> March, 2020</b> |
|--|--|
| As at 01 <sup>st</sup> April, 2019                       | 157.19                                       |
| Addition   | -  |
| Finance Cost accrued during the year                     | 16.22  |
| Deletion   | -  |
| Payment of Lease liability                               | 87.27  |
| <b>Lease Liability as on 31<sup>st</sup> March, 2020</b> | <b>86.13</b>                                 |

e Incremental impact on statement of Profit and Loss on adoption of Ind AS 116

| <b>Particulars</b>                                    | <b>As at<br/>31<sup>st</sup> March, 2020</b> |
|---|--|
| Finance Cost  | 16.22  |
| Depreciation  | 77.72  |
| Lease Rent  | (87.27)                                      |
| <b>Net Impact in the statement of Profit and Loss</b> | <b>6.67</b>                                  |

f Maturity Analysis of Lease liabilities

| <b>Maturity analysis –contractual undiscounted cash flows</b>      | <b>As at<br/>31<sup>st</sup> March, 2020</b> |
|--|--|
| Less than one year   | 77.03  |
| One to five years  | 16.78  |
| More than five years   | -  |
| <b>Total undiscounted lease liabilities for the period ended*</b>  | <b>93.81</b>                                 |
| Lease liabilities included in the statement of financial position* |  |
| Current  | 70.40  |
| Non-current  | 15.73  |

\*On account of Ind AS 116 application w.e.f. 1<sup>st</sup> April, 2019, the lease period considered together with option of lease extension.

g Amounts recognised in the statement of profit or loss

| <b>Particulars</b>   | <b>As at<br/>31<sup>st</sup> March, 2020</b> |
|--|--|
| Depreciation   | 77.72  |
| Interest on lease liabilities  | 16.22  |
| Variable lease payments not included in the measurement of lease liabilities                     | -  |
| Expenses relating to short-term leases   | 11.20  |
| Expenses relating to leases of low-value assets, excluding short-term leases of low value assets | -  |

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

h Amount recognised in the statement of cash flows

| Particulars                   | As at 31 <sup>st</sup> March, 2020 |
|-------------------------------|------------------------------------|
| Total cash outflow for leases | 71.05                              |

**B Leases as Lessor**
**Operating leases**

The Company has entered into cancellable and non-cancellable operating lease arrangement in respect of Premises, Plant and Machinery and Furniture and Fixture. The details are as follows:

i Carrying value of Leases assets as follow as on 31<sup>st</sup> March, 2020

**As at 31<sup>st</sup> March, 2020**

| Particulars                                 | Buildings | Plant and Equipments | Furnitures and Fixtures |
|---|-----------|----------------------|-------------------------|
| Gross Carrying Amount                       | 3,743.05  | 1.48                 | 2.84                    |
| Accumulated depreciation                    | 679.57    | 0.91                 | 0.40                    |
| Depreciation recognised in statement of P&L | 157.11    | 0.13                 | 0.04                    |

**As at 31<sup>st</sup> March, 2019**

| Particulars                                 | Buildings | Plant and Equipments | Furnitures and Fixtures |
|---|-----------|----------------------|-------------------------|
| Gross Carrying Amount                       | 3,743.05  | 1.48                 | 2.84                    |
| Accumulated depreciation                    | 522.47    | 0.78                 | 0.36                    |
| Depreciation recognised in statement of P&L | 165.43    | 0.18                 | 0.04                    |

ii. Total Contingent rent recognised as income in the statement of Profit and Loss in the FY 2019-20 is ₹ Nil (31<sup>st</sup> March, 2020 ₹ Nil)

iii. The future minimum lease payments under Non cancellable lease receivable as at the year ending are as follows

| Particulars                | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|----------------------------|------------------------------------|------------------------------------|
| Less than one year         | -                                  | 10.04                              |
| Between one and five years | -                                  | -                                  |
| More than five years       | -                                  | -                                  |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### 47. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year and are adjusted for the effect of all dilutive potential equity shares.

#### i Profit attributable to Equity holders of Company

| Particulars  | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--|--|--|
| <b>Profit attributable to equity holders of the Company for basic and diluted earnings per share</b> | <b>2,769.53</b>                            | 1,780.36                                   |

#### ii Weighted average number of ordinary shares

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| issued equity shares at 1 <sup>st</sup> April (In lakhs)  | 167.20                                | 167.20                                |
| <b>Weighted average number of shares at 31<sup>st</sup> March for basic and diluted earnings per shares</b> | <b>167.20</b>                         | 167.20                                |

|                              |              |       |
|------------------------------|--------------|-------|
| Basic earnings per share (₹) | <b>16.56</b> | 10.65 |
|------------------------------|--------------|-------|

### 48. Financial instruments

#### A Calculation of fair values

The fair values of the financial assets and liabilities are defined as 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 following methods and assumptions were used to estimate the fair values of financial instruments:

- i The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- ii Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**B Fair value measurement hierarchy:**

| Particulars                       | As at 31 <sup>st</sup> March, 2020 |                        |          |         | As at 31 <sup>st</sup> March, 2019 |                        |         |         |
|-----------------------------------|------------------------------------|------------------------|----------|---------|------------------------------------|------------------------|---------|---------|
|                                   | Carrying amount                    | Level of input used in |          |         | Carrying amount                    | Level of input used in |         |         |
|                                   |                                    | Level 1                | Level 2  | Level 3 |                                    | Level 1                | Level 2 | Level 3 |
| <b>Financial assets</b>           |                                    |                        |          |         |                                    |                        |         |         |
| <b>At FVTOCI</b>                  |                                    |                        |          |         |                                    |                        |         |         |
| Investments in equity Instruments | 0.28                               | -                      | -        | 0.28    | 0.28                               | -                      | -       | 0.28    |
| <b>At FVTPL</b>                   |                                    |                        |          |         |                                    |                        |         |         |
| Investments in Mutual Funds       | 1,201.84                           | -                      | 1,201.84 | -       | -                                  | -                      | -       | -       |
| <b>At Amortised cost</b>          |                                    |                        |          |         |                                    |                        |         |         |
| Loans                             | 9,306.94                           | -                      | -        | -       | 8,757.94                           | -                      | -       | -       |
| Trade receivables                 | 1,327.78                           | -                      | -        | -       | 1,484.48                           | -                      | -       | -       |
| Cash and cash equivalents         | 74.93                              | -                      | -        | -       | 80.17                              | -                      | -       | -       |
| Bank balances other than above    | 3,025.28                           | -                      | -        | -       | 2,842.27                           | -                      | -       | -       |
| Other financial assets            | 69,608.92                          | -                      | -        | -       | 67,118.41                          | -                      | -       | -       |
| <b>Financial liabilities</b>      |                                    |                        |          |         |                                    |                        |         |         |
| <b>At Amortised cost</b>          |                                    |                        |          |         |                                    |                        |         |         |
| Borrowings                        | 38,971.97                          | -                      | -        | -       | 38,305.97                          | -                      | -       | -       |
| Lease Liability                   | 86.13                              | -                      | -        | -       | -                                  | -                      | -       | -       |
| Trade payables                    | 1,998.46                           | -                      | -        | -       | 1,726.23                           | -                      | -       | -       |
| Other Financial liabilities       | 3,603.02                           | -                      | -        | -       | 3,262.89                           | -                      | -       | -       |

The fair value of financial instruments as referred to in note (B) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

**The categories used are as follows:**

- i Level 1: Quoted prices for identical instruments in an active market;
- ii Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- iii Level 3: Inputs which are not based on observable market data.
- iv The following table presents the changes in level 3 items for the periods ended 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019:

| Particular  | Unlisted equity securities |
|---|----------------------------|
| <b>As at 1<sup>st</sup> April, 2018</b>                 | 0.28                       |
| Gains/(losses) recognised in other comprehensive income | -                          |
| <b>As at 31<sup>st</sup> March, 2019</b>                | <b>0.28</b>                |
| <b>As at 1<sup>st</sup> April, 2019</b>                 | 0.28                       |
| Gains/(losses) recognised in other comprehensive income | -                          |
| <b>As at 31<sup>st</sup> March, 2020</b>                | <b>0.28</b>                |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

The Management assessed that cash and bank balances, trade receivables, loans, trade payable, borrowing and other financial asset and liabilities approximate their carrying amount largely due to the short-term maturities of these investment.

During the reporting period ending 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019, there was no transfer between level 1 and level 2 fair-value measurement

Key inputs for Level 1 and 2 fair valuation technique:

Mutual Fund: Based on Net Asset Value of the Scheme (Level 2)

### 48 Financial instruments

#### C Financial risk management

##### Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The key risks and mitigating actions are also placed before the Audit Committee of the Company

The Company has exposure to the following risks arising from financial instruments:

- a Credit risk;
- b Liquidity risk; and
- c Market risk;

#### a Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

##### i Trade and other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 21 days credit term for Textile division and for Garment division its range from 60 to 120 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company does not hold collateral as security. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

The following table provides information about the exposure to credit risk and Expected Credit Loss Allowance for trade and other receivables:

| Particulars               | As at 31 <sup>st</sup> March, 2020 |                | As at 31 <sup>st</sup> March, 2019 |                |
|---------------------------|------------------------------------|----------------|------------------------------------|----------------|
|                           | Gross carrying amount              | Loss allowance | Gross carrying amount              | Loss allowance |
| 0-3 months                | 1,433.79                           | 21.37          | 1,644.78                           | 16.59          |
| 3-6 months                | 25.99                              | 0.78           | 5.03                               | 0.13           |
| 6 months to 12 months     | 33.25                              | 1.99           | 14.54                              | 0.73           |
| beyond 12 months          | 8.03                               | 0.64           | 21.16                              | 1.48           |
| Specific allowances       | 0.91                               | 0.91           | 13.61                              | 13.61          |
| Less : Turnover Incentive | (148.50)                           | -              | (182.10)                           | -              |
| <b>Total</b>              | <b>1,353.47</b>                    | <b>25.69</b>   | <b>1,517.02</b>                    | <b>32.54</b>   |

Movement in the loss allowances in respect of trade and other receivables during the year was as follows.

| Particulars   | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|---|------------------------------------|------------------------------------|
| Opening provision   | 32.54                              | 34.72                              |
| Add: Provision created during the year                              | 6.77                               | (2.18)                             |
| Less: Provision reversed on account of actual bad debts written off | (13.61)                            | -                                  |
| Movement during the year  | (6.85)                             | (2.18)                             |
| <b>Closing provision</b>  | <b>25.69</b>                       | <b>32.54</b>                       |

Movement in the loss allowances in respect of Loan given during the year was as follows.

| Particulars                            | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|--|------------------------------------|------------------------------------|
| Opening provision                      | 250.00                             | -                                  |
| Add/( less) : Movement during the year | 49.00                              | 250.00                             |
| <b>Closing provision</b>               | <b>299.00</b>                      | <b>250.00</b>                      |

Movement in the loss allowances in respect of Interest Subsidy, Forex Subsidy and Capital Subsidy receivables during the year was as follows.

| Particulars                            | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|--|------------------------------------|------------------------------------|
| Opening provision                      | -                                  | -                                  |
| Add/( less) : Movement during the year | 7.54                               | -                                  |
| <b>Closing provision</b>               | <b>7.54</b>                        | <b>-</b>                           |

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### i Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments and due from developer. The Company has diversified portfolio of investment with various number of counter-parties which have secure credit rating hence the risk is reduced. Individual risk limits are set for each counter party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### b Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management. The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following are the remaining contractual maturities of financial liabilities at the reporting date. Amounts disclosed are the contractual un-discounted cash flows.

Maturity analysis of significant financial liabilities

| Particulars                                  | As at 31 <sup>st</sup> March, 2020 |                        |                  | As at 31 <sup>st</sup> March, 2019 |                        |                  |
|--|------------------------------------|------------------------|------------------|------------------------------------|------------------------|------------------|
|  | Carrying amount                    | Contractual cash flows |                  | Carrying amount                    | Contractual cash flows |                  |
|  |                                    | Upto 1 year            | More than 1 year |                                    | Upto 1 year            | More than 1 year |
| <b>Non- derivative financial liabilities</b> |                                    |                        |                  |                                    |                        |                  |
| Term Loans                                   | 23,366.03                          | 1,055.02               | 22,311.01        | 24,620.32                          | 1,057.73               | 23,562.59        |
| Lease Liability                              | 86.13                              | 70.40                  | 15.73            | -                                  | -                      | -                |
| Other Loans                                  | 15,605.94                          | 5,860.94               | 9,745.00         | 13,685.65                          | 3,736.08               | 9,949.57         |
| Trade and other payables                     | 1,998.45                           | 1,998.45               | -                | 1,726.22                           | 1,726.22               | -                |
| Other current liabilities                    | 3,603.02                           | 1,356.42               | 2,246.60         | 3,262.89                           | 1,009.64               | 2,253.25         |

### c Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

#### i Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company is not exposed to currency risk on account of its financing activities as the Company does not have any borrowings in foreign currency. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(All amounts in ₹ lakhs, unless otherwise stated)

### Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

| Particulars                  | As at 31 <sup>st</sup> March, 2020 |      |     | As at 31 <sup>st</sup> March, 2019 |      |     |
|------------------------------|------------------------------------|------|-----|------------------------------------|------|-----|
|                              | USD                                | EURO | JPY | USD                                | EURO | JPY |
| <b>Financial liabilities</b> |                                    |      |     |                                    |      |     |
| Trade and other payables     | -                                  | -    | -   | -                                  | -    | -   |
| Trade and other receivable   | 0.24                               | -    | -   | -                                  | -    | -   |
| <b>Net exposure</b>          | 0.24                               | -    | -   | -                                  | -    | -   |

### Sensitivity analysis

The following table details the Company's sensitivity to a 25 basis points increase and decrease in the Rupee against the relevant foreign currencies is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 0.25% change in foreign currency rate. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

| Particulars     | For the year ended<br>31 <sup>st</sup> March, 2020 |                   | For the year ended<br>31 <sup>st</sup> March, 2019 |                   |
|-----------------|--|-------------------|--|-------------------|
|                 | 0.25%<br>increase                                  | 0.25%<br>decrease | 0.25%<br>increase                                  | 0.25%<br>decrease |
| USD gain/(Loss) | 0.04   | (0.04)            | 0.01   | (0.01)            |

### c Market risk

#### ii Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Company's exposure to the risk of changes in market rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's approach to managing interest rate risk is to have a judicious mix of borrowed funds with fixed and floating interest rate obligation.

Moreover, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure.

The Company is also exposed to interest rate risk on its financial assets that includes fixed deposits, since the same are generally for short duration, the Company believes it has manageable risk and achieving satisfactory returns. The Company also has long - term fixed interest bearing assets. However the Company has in place an effective system to manage risk and maximise return

### Exposure to interest rate risk

The Interest rate profile of the Company's interest bearing financial instruments is as follows

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Fixed-rate instruments</b>                             |                                       |                                       |
| <b>Financial Assets - measured at amortised cost</b>      |                                       |                                       |
| Loan - Intercorporate deposit                             | 9,306.94                              | 8,757.94                              |
| Fixed Deposits  | 3,341.69                              | 3,133.04                              |
| <b>Total of Fixed Rate Financial Assets</b>               | <b>12,648.63</b>                      | 11,890.98                             |
| <b>Financial liabilities - measured at amortised cost</b> |                                       |                                       |
| Term loans  | -                                     | -                                     |
| Other loans   | 14,393.32                             | 12,394.83                             |
| <b>Total of Fixed Rate Financial Liabilities</b>          | <b>14,393.32</b>                      | 12,394.83                             |
| <b>Variable-rate instruments</b>                          |                                       |                                       |
| Financial Assets - measured at amortised cost             | -                                     | -                                     |
| <b>Total of Variable Rate Financial Assets</b>            | -                                     | -                                     |
| <b>Financial liabilities - measured at amortised cost</b> |                                       |                                       |
| Term loans  | 23,366.03                             | 24,620.32                             |
| Other Loans   |                                       |                                       |
| Short term borrowings                                     | 1,212.62                              | 1,290.82                              |
| <b>Total of Variable Rate Financial Liabilities</b>       | <b>24,578.65</b>                      | 25,911.14                             |

#### Interest rate sensitivity

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant. In cases where the related interest rate risk is capitalised to fixed assets, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets. The said calculation is done excluding loans which are taken and utilised for development of property and charged to due from developers which will never impact the income statement of the Company.

| Particulars                    | For the year ended<br>31 <sup>st</sup> March, 2020 |                | For the year ended<br>31 <sup>st</sup> March, 2019 |                |
|--------------------------------|--|----------------|--|----------------|
|                                | 0.25% increase                                     | 0.25% decrease | 0.25% increase                                     | 0.25% decrease |
| Variable rate loan instruments | (4.47)   | 4.47           | (5.51)   | 5.51           |

#### 49. Capital Management:

The Company's objective is to maximize the shareholders' value by maintaining an optimum capital structure. Management monitors the return on capital as well as the debt equity ratio and makes necessary adjustments in the capital structure for the development of the business.

For the purpose of computing debt to equity ratio, equity includes Equity share capital and Other equity and Debt includes Long term borrowings, short term borrowings and current maturities of long term borrowings.

| Particulars              | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--------------------------|---------------------------------------|---------------------------------------|
| Total Debt               | 38,971.97                             | 38,305.97                             |
| Total Equity             | 47,310.28                             | 45,253.36                             |
| <b>Debt-Equity ratio</b> | <b>0.82</b>                           | 0.85                                  |

#### 50 Segment information

##### A Basis for segmentation

Management has identified two reportable business segments, namely:

- i Textiles
- ii Real estate and related

Segments have been identified taking into account the nature of activities and its risks and returns.

The Company's Managing Director, the Chief Operating Decision Maker (CODM) for the Company, periodically reviews the internal management reports and evaluates performance/allocates resources based on the analysis of various performance indicators relating to the segments referred to above.

To meet the requirements of Ind AS 108, the activity of development is included within the broad segment as "Real Estate and related" which has resulted into a mere reclassification

##### B Information about reportable segments

Information related to each reportable segment is set out below. Segment profit (loss) after tax is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industry.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

| Particular*  | For the year ended 31 <sup>st</sup> March, 2020 |                         |                    | For the year ended 31 <sup>st</sup> March, 2019 |                         |             |
|--|---|-------------------------|--------------------|---|-------------------------|-------------|
|  | Textiles  | Real estate and related | Total              | Textiles  | Real estate and related | Total       |
| <b>Revenue</b>   |   |                         |                    |   |                         |             |
| External Customers   | 15,282.51                                       | 3,025.51                | 18,308.02          | 16,279.14                                       | 2,996.49                | 19,275.63   |
| Inter-segment  | -   | -                       | -                  | -   | -                       | -           |
| <b>Total Revenue</b>   | <b>15,282.51</b>                                | <b>3,025.51</b>         | <b>18,308.02</b>   | 16,279.14                                       | 2,996.49                | 19,275.63   |
| <b>Segment Results</b>   | <b>902.16</b>                                   | <b>2,608.54</b>         | <b>3,510.70</b>    | 718.69  | 2,352.53                | 3,071.22    |
| <b>Add: Un Allocated Income</b>  |   |                         |                    |   |                         |             |
| Other Income   |   |                         | 842.36             |   |                         | 654.24      |
| <b>Less: Un Allocated Expenses</b>   |   |                         |                    |   |                         |             |
| a) Finance Cost  |   |                         | (509.22)           |   |                         | (928.80)    |
| b) Income tax (including deferred tax)   |   |                         | (1,017.77)         |   |                         | (744.77)    |
| c) Other Expenses  |   |                         | (56.54)            |   |                         | (271.53)    |
| <b>Profit after tax</b>  |   |                         | <b>2,769.53</b>    |   |                         | 1,780.36    |
| <b>Other Information</b>   |   |                         |                    |   |                         |             |
| Segment assets   | 12,197.35                                       | 74,382.26               | 86,579.61          | 12,266.89                                       | 71,925.95               | 84,192.84   |
| Unallocated Corporate Assets   |   |                         | 20,351.30          |   |                         | 17,846.10   |
| <b>Total Assets</b>  | <b>12,197.35</b>                                | <b>74,382.26</b>        | <b>1,06,930.91</b> | 12,266.89                                       | 71,925.95               | 1,02,038.93 |
| Segment liabilities  | 2,315.89  | 11,989.95               | 14,305.84          | 2,621.05  | 11,998.91               | 14,619.97   |
| Unallocated Corporate Liabilities  |   |                         | 45,314.80          |   |                         | 42,165.60   |
| <b>Total Liabilities</b>   | <b>2,315.89</b>                                 | <b>11,989.95</b>        | <b>59,620.64</b>   | 2,621.05  | 11,998.91               | 56,785.57   |
| Depreciation and amortization on Property, Plant and Equipment and Investment Property | 1,044.00  | 157.11                  | 1,201.11           | 1,197.93  | 165.43                  | 1,363.36    |
| Material Non-cash expenses other than depreciation and amortisation                    | -   | -                       | -                  | -   | -                       | -           |
| Capital expenditure  | 324.91  | -                       | 324.91             | 62.00   | -                       | 62.00       |

\*For the purposes of review by the CODM, information referred to above is measured consistent with the accounting policies applied for preparation of these financial statements.

**C Geographic information**

The Company sells its products mainly within India where the conditions prevailing are uniform. Since the sales outside India are below threshold limit, no separate geographical segment disclosure is considered necessary (Refer note 51).

All non-current assets in the nature of property, plant and equipment (including capital work in progress) and intangible assets (including those under development) are domiciled in India.

**D Information about major customers.**

No single customer contributed 10% or more to the Company's revenue for the year ended 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019 in case of Textile business and one customer has contributed 99% and 97% of the Company's revenue for the year ended 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019 respectively in case of Real estate business.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**51. Disclosure in terms of Ind AS 115 on the accounting of revenue from Contracts with Customer**

| Particulars   | Year Ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2018 |
|---|--|--|
| <b>i) Disaggregated revenue information for Revenue from Contracts with Customers</b>                         |  |  |
| <u>Types of Goods or Services</u>   |  |  |
| Textile items   | 15,282.51                                  | 16,279.14                                  |
| <b>Total</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <u>Sales by Geographical region</u>   |  |  |
| India   | 15,198.13                                  | 15,857.83                                  |
| Outside India   | 84.38                                      | 421.31                                     |
| <b>Total</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <u>Timing of Revenue recognition</u>  |  |  |
| Goods / services transferred at a point of time   | 15,282.51                                  | 16,279.14                                  |
| Goods / services transferred at a over a period of time   | -  | -  |
| <b>Total</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <u>Sales Channels</u>   |  |  |
| Directly to consumers   | 15,282.51                                  | 16,279.14                                  |
| through intermediaries  | -  | -  |
| <b>Total</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <u>Sales by Performance Obligations</u>   |  |  |
| Upon Shipment / Dispatch  | 15,282.51                                  | 16,279.14                                  |
| Upon Delivery   | -  | -  |
| <b>Total</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <b>ii) Reconciliation of the revenue from contracts with the amounts disclosed in the segment information</b> |  |  |
| Total revenue from contracts with customer  | 15,282.51                                  | 16,279.14                                  |
| Total revenue as per Segment - Textile  | 15,282.51                                  | 16,279.14                                  |
| <b>iii) Reconciliation between revenue with customers and contract price as per Ind AS 115:</b>               |  |  |
| Revenue as per Contracted price   | 15,520.81                                  | 16,545.24                                  |
| <u>Less: Adjustments</u>  |  |  |
| Price adjustments such as Discounts, incentives, performance bonuses  | 238.30                                     | 266.10                                     |
| <b>Revenue from contracts with customers</b>  | <b>15,282.51</b>                           | 16,279.14                                  |
| <b>iv) Contract Balances as at:</b>   |  |  |
| Trade Receivables   | 1,327.78                                   | 1,484.48                                   |
| Contract Liabilities  | 16.8                                       | 27.41                                      |

**Revenue recognised from Contract liability (Advances from Customers)**

v) The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2020.

vi) Trade receivables are non-interest bearing and are generally on 21 days credit term for Textile division and for Garment division its range from 60 to 120 days credit term. In 31<sup>st</sup> March, 2020 ₹. 25.69 lakhs (31<sup>st</sup> March, 2019: ₹ 32.54 lakhs) was recognised as provision for expected credit losses on trade receivables. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**52 Disclosure in respect of expenditure on Corporate Social Responsibility activities:**

| Particulars   | For the year ended<br>31 <sup>st</sup> March, 2020 | For the year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| <b>a.</b> Gross amount required to be spent by the Company during the year    | 70.13  | 80.04  |
| <b>b.</b> “Amount spent and paid on CSR activities included in the Statement” | 70.40  | 80.21  |
| <b>Nature of Expenses</b>   |  |  |
| Animal Welfare  | 15.00  | 25.00  |
| Preventive Health Care  | 18.50  | 45.00  |
| Old Age Home  | -  | 10.00  |
| Food Distribution during COVID-19   | 5.00   | -  |
| Eradicating Hunger  | 0.90   | -  |
| Drought Relief  | 31.00  | -  |
| Promoting Education   | -  | 0.21   |

**53 Contingent liabilities and capital commitment**
**a. Contingent liabilities**

| Particulars  | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|--|---------------------------------------|---------------------------------------|
| i) In respect of Income tax matters  | 938.97                                | 467.51                                |
| ii) Other Matters:   |                                       |                                       |
| Excise, service tax and customs matters  | 286.04                                | 286.04                                |
| FEMA   | 14.00                                 | 14.00                                 |
| iii) Claim against company under RERA Act  | -                                     | -                                     |
| iv) Claim against the company by ex employees pending in labour court not acknowledged as debt | Not ascertainable                     | Not ascertainable                     |
| v) Bank Guarantees (in lieu of cash deposit)   | 315.94                                | 304.72                                |

**b. Capital Commitments**

| Particulars   | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|---|---------------------------------------|---------------------------------------|
| i) Related to Contracts:  |                                       |                                       |
| Estimated amount of contracts remaining to be executed on capital account | 656.39                                | 450.50                                |
| <u>Less:</u> Advances   | 468.50                                | 325.00                                |
| Net Estimated Amount  | <b>187.89</b>                         | 125.50                                |
| ii) Other commitments   | -                                     | -                                     |



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(All amounts in ₹ lakhs, unless otherwise stated)

**54 Disclosure as per Section 186(4) of the Companies Act, 2013:**

| Particulars                      | Interest Rate | As at<br>31 <sup>st</sup> March, 2020 | As at<br>31 <sup>st</sup> March, 2019 |
|----------------------------------|---------------|---------------------------------------|---------------------------------------|
| Rohan Developers Private Limited | 12%           | 9,495.58                              | 8,895.58                              |
| <u>Less</u> : Loss Allowances    |               | (299.00)                              | (250.00)                              |
| Net Receivable                   |               | <b>9,196.58</b>                       | 8,645.58                              |

The ICD was given as at the time, the Company temporarily had surplus funds. Presently, the said ICD is reflected as non-current as not expected to be received within a period of twelve months from the date of the Balance Sheet

**55** The Operational revenue of March, 2020 and subsequent months was impacted especially for the nationwide lockdown declared by Government of India from 22<sup>nd</sup> March, 2020 due to COVID-19. Based on all relevant internal and external information available, Company does not anticipate any challenges in its ability to continue as Going Concern or meeting its financial obligations carrying value of property, plant and equipment, other intangible assets, investment, inventories, trade receivables and deferred tax assets.

**56 Events after reporting period**

No adjusting or significant non - adjusting events have occurred between the reporting date (31<sup>st</sup> March, 2020) and the report release date (31<sup>st</sup> July, 2020).

**57.** The figures for the corresponding previous year have been regrouped/rearranged wherever necessary, to make them comparable

As per our attached report of even date

**C N K & Associates LLP**  
Chartered Accountants  
ICAI Firm No: 101961W/W-100036

**Himanshu Kishnadwala**  
Partner  
Membership No. 37391

Place :Mumbai  
Dated: 31<sup>st</sup> July, 2020

**For and on behalf of the Board of Director**

**Hiren M. Shah**  
Executive Chairman  
DIN : 00071077

**Bharat M Shah**  
Managing Director  
DIN : 00071248

**S Jayaraman**  
Chief Financial Officer

**Purav H. Shah**  
Chief Executive Officer &  
Whole time Director  
DIN : 00123460

**Pranav Maru**  
Company Secretary





# Ethical. Sustainable. Responsible.

---

**Sustainability is a practice, not a mere trend. Businesses have traditionally been about making the most of nature, and it is high time that we start building the nature back. 'Sustainability in the now', as we call it at The Ruby Mills. As India's premier textiles mill, the responsibility towards leaving behind a sustainable environment is always put on a pedestal.**

Humans derive a lot from nature—not just life, but financial and economic prosperity too, which drive businesses that are directly or indirectly dependent on nature. However, excessive consumerism driven by frequent trend shifts (which do drives businesses) hurts the planet. It is time we change the traditional perspectives and introduce sustainability in daily work.

The precise environmental impact of textiles varies significantly depending upon the type of fibre, process, chemicals, water, energy and natural resources used, effluent generated and its treatment as well as natural resource depletion.

We at Ruby Mills are committed to the shift to sustainability at all levels of our business and product strategy. The three-pronged approach towards sustainability encompasses Reduction, Recycling and Responsibility.

Reduction of wastages leads to optimum utilization of available resources and improved efficiency across functions. We have been successful in instilling Reduction as a part of our day-to-day business approach - fabrics as well as real estate.

Recycling is about inventing new ways of putting every resource to a productive and sustainable re-use. This reduces the amount of waste into land-fills and incinerators and, helps conserve ever-depleting natural resources and prevents pollution.

Being an integral part of a community as well as society for over a hundred years, we at Ruby understand our responsibility towards the environment, and we take it as our prime duty to inculcate a taste for fabrics made from sustainable materials and drive awareness among consumers as well as brands.

We believe that this is the right path to walk on and look forward to working with talented designers and corporations by creating fabrics that are fashionable, innovative and yet sustainable.



**1917**

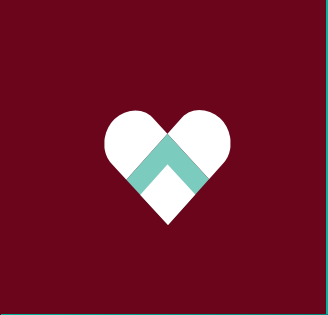


**vision**



**trust**

**passion  
for  
fabrics**



**innovation**



**sustainability**



**quality  
excellence**



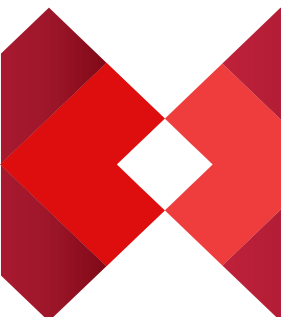
**RUBY**

**#MCSinspires**

**growth**



**transformation**



**manufacturing  
expertise**

**customer  
service**



**integrity**