



The Nahar Group

36TH ANNUAL REPORT 2019-20



NAHAR INDUSTRIAL ENTERPRISES LIMITED



BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal, Chairman
Sh. Kamal Oswal, Vice Chairman-cum-Managing Director
Sh. Dinesh Oswal, Director
Sh. Dinesh Gogna, Director
Sh. Navdeep Sharma, Director
Dr. (Mrs) Harbhajan Kaur Bal, Independent Director
Dr. Amrik Singh Sohi, Independent Director
Sh. Ajit Singh Chatha, Independent Director
Dr. Vijay Asdhir, Independent Director
Dr. Suresh Kumar Singla, Independent Director

CHIEF FINANCIAL OFFICER

Sh. Bharat Bhushan Gupta

COMPANY SECRETARY

Sh. Mukesh Sood

AUDITORS

M/s. K.R. Aggarwal & Associates,
Chartered Accountants,
SCO 549/10 (1st Floor), Sutlej Tower, Near Fountain Chowk
Opp. Petrol Pump, Cemetery Road,
Ludhiana (Punjab) - 141001

BANKERS

State Bank of India	Canara Bank
Punjab National Bank	Punjab & Sind Bank
Indian Bank	IDBI Bank Ltd.
Union Bank of India	

REGISTERED OFFICE

Focal Point, Ludhiana -141010
Phone: 0161-2672590, 2672591 Fax : 0161-2674072
Website: www.owmnaahar.com

CORPORATE IDENTIFICATION NUMBER (CIN): L15143PB1983PLC018321

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Performance at a glance

(₹ in Lacs)

	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
Gross sales/operating income	177,694.62	173,166.89	176,274.88	186,616.24	157,272.70
Exports	21,694.07	16,040.55	16,578.04	30,486.95	21,346.86
Net Profit/(Loss)	4,234.04	7,013.48	1,722.14	(2,157.52)	(2,469.20)
Cash Accruals	14,497.31	15,529.35	8,357.71	6,105.96	3,851.70
Gross Block including CWIP	189,373.23	198,241.39	202,058.19	204,470.72	201,276.42
Net Block including CWIP	57,306.82	60,101.15	60,447.45	60,688.05	57,952.65
Equity Share Capital	4,003.42	4,003.42	4,003.42	4,003.42	4,003.42
Net Worth	60,509.18	68,920.83	69,642.71	69,390.03	73,466.09
Capital Employed	106,405.76	110,609.76	109,376.80	103,499.31	94,715.83
Debt Equity Ratio	0.57	0.48	0.44	0.33	0.20
Current Ratio	1.37	1.41	1.31	1.28	1.28
Book Value per share (₹)	151.90	173.01	174.83	174.19	184.43
Earning per share (₹) [Basic]	10.63	17.61	4.32	(5.42)	(6.20)

The Journey

1983	Incorporated on 27th September, 1983.
1994	Name changed as Nahar Industrial Enterprises Ltd.
1997	Merged Nahar Fabrics Ltd. (Manufacturer of greige fabrics).
2002	Merged Oswal Cotton Mills Ltd. (Manufacturer of processed fabrics and finished garments).
2005	Merged Nahar International Ltd. (Manufacturer of yarn) and Nahar Sugar & Allied Industries Ltd. (Manufacturer of sugar).

For Attention of Shareholders

- SEBI has directed to update PAN and Bank account details of the Shareholders, who are holding shares in physical form, for payment of dividend through electronic channel.
- SEBI has mandated that w.e.f. March 31, 2019 only dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.
- To support the Green Initiative of Ministry of Corporate Affairs in the Corporate Governance, Shareholders are requested to register their latest Email addresses with the Depository Participants (DP) / Company / Registrar and Transfer Agent (RTA).



NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Wednesday, the 30th day of September, 2020 at 11.45 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2020-21** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R.R. & Co., Cost Accountants, Ludhiana (Firm Registration No. 000323) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2021, the company do hereby confirm and ratify the remuneration of Rs. 270000/- (Rupees Two Lacs Seventy Thousands only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

5. **To re-appoint Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Dr. Suresh Kumar Singla (DIN: 00403423), in respect of whom the company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years i.e. up to the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the continuation of directorship of Dr. Suresh Kumar Singla as an Independent Director of the company after he attains the age of 75 years, during the course of his term of re-appointment i.e. the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

6. **To appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. Manisha Gupta (DIN: 06910242), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing her candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025."



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

7. **To appoint Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

8. **To appoint Sh. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Sh. Parvinder Singh Pruthi (DIN: 07481899), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent

Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

9. **To appoint Sh. Ved Parkash Gaur (DIN: 02439897) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Sh. Ved Parkash Gaur (DIN: 02439897), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the appointment/ continuation of Sh. Ved Parkash Gaur as an Independent Director of the company to hold office for a period of 5 years w.e.f. 14.08.2020 upto 13.08.2025 as he has already attained the age of 75 years.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”



10. **To appoint Sh. Abhinav Oswal (DIN: 07619099) as a Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 terms of the recommendation of Nomination & Remuneration committee of the Company, Sh. Abhinav Oswal (DIN: 07619099), who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 14.08.2020 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Sh. Abhinav Oswal for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

11. **To appoint Sh. Abhinav Oswal (DIN: 07619099) as an Executive Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and in terms of the recommendation of Nomination & Remuneration committee of the Company, the consent of the shareholders of the Company be and is hereby given for appointment of Sh. Abhinav Oswal (DIN: 07619099), as an Executive Director of Nahar Industrial Enterprises Limited, not liable to retire by rotation, for a period of five years with effect from 1st September, 2020 till 31st August, 2025, on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Sh. Abhinav Oswal.

1. **Salary:-** Rs. 5,00,000/- (Rupees five lakhs only) per month with such increase as may be decided by the Board from time to time, but subject to maximum Basic Salary of

Rs. 8,00,000/- (Rupees Eight Lakhs only) per month during the aforesaid term.

2. **Perquisites as mentioned below:-**

- a) **House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 40% of Basic Salary.
- b) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.
- c) **Car/Telephone:** Car with driver and telephone at his residence. Provision of car for use on Company's business and telephone facilities at residence will not be considered as perquisites.
- d) **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- e) **Provident Fund and Gratuity:** As per company's rules.

Other perquisites which the company may provide at a later date shall be as per the rules of the company.

"RESOLVED FURTHER THAT the consent of the shareholders be and is hereby given that in the event of any loss or inadequacy of profits in any financial year during the tenure of appointment, the Company shall pay above mentioned remuneration by way of salary, perquisites and allowances to Sh. Abhinav Oswal notwithstanding that such remuneration may exceed the limits specified under section 197 of the Companies Act, 2013 and Schedule V thereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

12. **To issue and offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential basis** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board") the consent of the



Company be and is hereby accorded to the Board to offer/ invite, subscribe, issue and allot up to 8,80,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 100/- each (hereinafter called 'NCNCRPS'), on preferential basis aggregating to Rs. 8.80 crores, in one or more tranches, for cash at par to Promoters group entities and their associates on such terms and conditions as may be decided by the Board and subject to the followings:

- a) NCNCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- b) NCNCRPS shall be non-participating in the surplus funds;
- c) NCNCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- d) Holder(s) of NCNCRPS shall be paid dividend on a non-cumulative basis;
- e) NCNCRPS shall not be convertible into equity shares;
- f) NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- g) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from the date of their issue or an earlier date only at the discretion of the company.
- h) NCNCRPS shall not be listed with any stock exchange.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.”

By Order of the Board of Directors

sd/-

Place : Ludhiana
Date : 14th August, 2020

Mukesh Sood
Company Secretary

NOTES:

1. **Due to the outbreak of COVID-19 pandemic and Considering the extra-ordinary circumstances caused, the Ministry of Corporate Affairs (“MCA”) had vide its circulars dated April 8,2020, April 13, 2020 and May 5, 2020 (“MCA Circulars”) permitted the holding of the Annual General Meeting of a company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical**

presence of the Members at a common venue. In accordance with the said circulars of MCA, SEBI, applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company shall be conducted through VC / OAVM. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the notice.
3. The information required to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, regarding the Directors who are proposed to be appointed/ re-appointed is given in the Explanatory Statement and forms part of the notice.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at www.owmnahar.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency i.e. Central Depository Services (India) Limited at www.evotingindia.com.
6. For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate etc, you can do the same. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form. Members may register the email IDs using the facility provided by the Company through the following link available on its website: http://www.owmnahar.com/nahar_ie/shareholder-email-updation.php



7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of AGM.
9. The documents referred to in the Explanatory Statement are open for inspection at the registered office of the Company on any working day (except Saturday and Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
10. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit House, 1E/13, Jhandewalan Extension, New Delhi-110055, RTA for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
11. **Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2012-13 at the earliest, as the same is due to the transferred to IEPF on 5.11.2020.**
12. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
14. **DEMATERIALIZATION OF SHARES:** SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.
15. **CONSOLIDATION OF MULTIPLE FOLIOS:** Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self attested copy of PAN card and Aadhaar card to the Registrars and Share Transfer Agent (RTA) of the Company / Company at its Registered Office, to enable them to consolidate all such multiple folios into one single folio.
16. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.
17. **Procedure for remote e-voting, attending the AGM and e-voting during the AGM:**
 - A. **Procedure and instructions for remote e-voting:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SS-2 issued by ICSI, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 36th Annual General Meeting of the Company.
 - II. The Annual Report is being sent by E-mail to those members who have registered their E-mail address with the Company/Depository Participants.
 - III. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 27.09.2020 (09.00 a.m.) and ends on 29.09.2020 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iv) Click on "Shareholders" module.
 - (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN Field. ● If the sequence number is less than 8 digits; enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut off date may obtain details of sequence number from the company / RTA.
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field as mentioned in instructions (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein

they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 200827043 for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non-individual Shareholders and Custodian:-
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login



and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; share@owmnahar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at the email id i.e. share@owmnahar.com
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company email id i.e. share@owmnahar.com
- iii. The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

B. Procedure and instructions for attending the AGM through VC/ OAVM:

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/

members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii) The 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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at share@owmnahar.com upto 22.09.2020. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting. These queries will be replied to by the company suitably by email.
- iv) Members are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned herein.
- v) For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 11.30 AM IST. The link for joining the AGM shall be kept open until 12.00 Noon IST i.e. 15 (fifteen) minutes after the start AGM.
- vi) Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user id and password.

C. Procedure and instructions for Members for e-voting during the AGM

- i) The procedure to be followed for e-voting on the day of the AGM will be the same mentioned above for remote e-voting.
- ii) Only those Members, who are present at the AGM



through VC / OAVM 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 during the AGM.

- iii) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.
- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- V. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.09.2020.
- VII. A copy of this notice has been placed on the website of the Company and the website of CDSL.

D. General Instructions

- i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23.09.2020.
- ii) The Scrutinizer after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. www.owmnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- iii) The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R. & Co., Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2021 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of Ordinary resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

Pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act), the shareholders of the company in their 33rd Annual General Meeting held on 26.09.2017 had appointed Dr. Suresh Kumar Singla as an independent Director of the Company, not liable to retire by rotation up to the conclusion of 36th Annual General Meeting to be held in the year 2020.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing a special resolution by the Company. Pursuant to the provisions of section 149, 150 and 152 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has recommended to the board regarding the re-appointment of Dr. Suresh Kumar Singla (DIN: 00403423), subject to the approval of the shareholders, for a further period of five years i.e. upto the conclusion of the 41st Annual General Meeting to be held in the year 2025.

The Company has received consent in Form DIR-2 and declaration in form DIR-8 from Dr. Suresh Kumar Singla, in compliance of the Act. He has given declaration to the Board that he meets the criteria of independence as provided under section 149 of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for re-appointment as an Independent Director and he is independent of the management. The Company has received a notice pursuant to section 160 of the Act from a



member proposing his candidature for the office of Director. Copy of the notice received in writing from a member proposing the candidature and other document are available for inspection by the member. His performance was evaluated through a structured evaluation process as per the Policy for evaluation of Independent Directors. The Board considers that the continued association of Dr. Suresh Kumar Singla as independent director would be beneficial to the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Independent director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of re-appointment of Dr. Suresh Kumar Singla as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Dr. Suresh Kumar Singla does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

None of the Directors except Dr. Suresh Kumar Singla, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of the Dr. Suresh Kumar Singla, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

The Board recommends the passing of Special resolution set out at Item No.5 of the Notice for approval of the members.

Item No. 6

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Dr. Manisha Gupta (DIN: 06910242), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed her as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Dr. Manisha Gupta (DIN: 06910242) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the

candidature of Dr. Manisha Gupta (DIN: 06910242) for the office of the independent director of the company.

Dr. Manisha Gupta is 41 years of age. She is MBA (Finance), UGC and Ph.D. She is having more than 20 years of experience in Teaching and Research of Management and Administration. Presently, she is working as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh. Having regard to her vast expertise and knowledge, it will be in the interest of the Company to appoint her as an Independent Director.

The Company has received from Dr. Manisha Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Manisha Gupta fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Dr. Manisha Gupta does not hold any shares in the Company, by herself or for any other person on a beneficial basis.

None of the Directors except Dr. Manisha Gupta, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of Dr. Manisha Gupta, nature of her expertise in specific functional area and names of the Companies in which she holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

The Board recommends the passing of Ordinary resolution set out at Item No.6 of the Notice for approval of the members.

Item No. 7

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Dr. Roshan Lal Behl (DIN: 06443747), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f.



14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Dr. Roshan Lal Behl (DIN: 06443747) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Roshan Lal Behl (DIN: 06443747) for the office of the independent director of the company.

Dr. Roshan Lal Behl is 63 years of age. He is M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies). He is having more than 38 years of experience as academician. He has retired as Principal of Sri Aurobindo College of Commerce and Management, Ludhiana. Having regard to his vast expertise and knowledge in financial and accounting matters, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Roshan Lal Behl (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Roshan Lal Behl fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Dr. Roshan Lal Behl does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

None of the Directors except Dr. Roshan Lal Behl, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of the Dr. Roshan Lal Behl, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at the end of the Notice.

The Board recommends the passing of Ordinary resolution set out at Item No. 7 of the Notice for approval of the members.

Item No. 8

Pursuant to the provisions of section 149, 150, 161 read with

Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Sh. Parvinder Singh Pruthi (DIN: 07481899), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Sh. Parvinder Singh Pruthi (DIN: 07481899) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Sh. Parvinder Singh Pruthi (DIN: 07481899) for the office of the independent director of the company.

Sh. Parvinder Singh Pruthi is 66 years of age. He is B.Sc. Hons. & M.Sc. (Physics) from St. Stephen's College, Delhi. He is a Member of Indian Revenue Service (Indirect Taxes) and retired as Chief Commissioner, Indian Customs and Central Excise having immense experience in implementation of indirect taxes. During his tenure, he worked as Member Technical in the Customs, Excise and Service Tax Appellate Tribunal (CESTAT). He worked as Managing Director of two State units – Punjab Alkalies and Chemicals Ltd. (PACL) and Punjab National Fertilizers & Chemicals Ltd. (PNFC). He has also served as ED (Vigilance) in Semi-Conductor Complex (SCL), a Central PSU. He has also served as Deputy Director, Directorate of Revenue Intelligence. He has overall experience of industry functioning - Production, Purchase, Marketing, Finance, Business Development.

Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Sh. Parvinder Singh Pruthi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Sh. Parvinder Singh Pruthi fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.



Sh. Parvinder Singh Pruthi does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

None of the Directors except Sh. Parvinder Singh Pruthi, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of the Sh. Parvinder Singh Pruthi, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at the end of the Notice.

The Board recommends the passing of Ordinary resolution set out at Item No. 8 of the Notice for approval of the members.

Item No. 9

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Sh. Ved Parkash Gaur (DIN: 02439897)), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Sh. Ved Parkash Gaur (DIN: 02439897) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Sh. Ved Parkash Gaur (DIN: 02439897) for the office of the independent director of the company.

Sh. Ved Parkash Gaur is 75 years of age. He is M.Com. He has retired as Principal of Government College of Boys, Ludhiana. He is having more than 35 years of experience in Teaching and administration. He has been an author of various books on Income Tax Laws. He also remained the Chairman of Ludhiana Stock Exchange for two terms. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Sh. Ved Parkash Gaur (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Sh. Ved Parkash Gaur fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Independent director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Sh. Ved Parkash Gaur as Independent Director, he has already attained the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Sh. Ved Parkash Gaur does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

None of the Directors except Sh. Ved Parkash Gaur, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of the Sh. Ved Parkash Gaur, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at the end of the Notice.

The Board recommends the passing of Special resolution set out at Item No. 9 of the Notice for approval of the members.

Item No. 10 and 11

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee of the Company, Sh. Abhinav Oswal (DIN: 07619099) was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 14.08.2020 to hold office of Directorship upto the date of this Annual General Meeting. The board also appointed Sh. Abhinav Oswal (DIN: 07619099) as an Executive Director of the Company for a term of 5 years w.e.f. 01.09.2020 till 31.08.2025. He has already filed requisite consents and documents required under the Companies Act, 2013 before the Board. The Company has also received a notice in the writing from a member under section 160 of the Companies Act, 2013.

Sh. Abhinav Oswal, aged 27 Years has done Bachelor in Business Administration from University of Miami (USA).



Presently he is working as Vice President of the Company and having four years of Experience in Exports, Marketing and Administration. He also serves as Director of various other Group Companies. The Board of Directors considers that in view of the background and expertise of Sh. Abhinav Oswal, it would be in the interest of the Company to appoint him as Executive Director of the Company. He is the son of Mr. Kamal Oswal, Managing Director and falls under the definition of Relative under Section 2(77) of the Companies Act, 2013.

Statement as required under section II of part II of the schedule V of the Companies Act, 2013 with reference to the Special Resolution as set out at Item No. 11 of the Notice.

I) General Information

- 1 Nature of Industry :** Textile and sugar industry
- 2 Date or expected date of commencement of commercial production:** The Company was incorporated on 27.09.1983 and is working since then.
- 3 In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus :** Not Applicable
- 4 Financial performance based on given indicators :**

(Rs. In lacs)

Particulars	For the Year ended 31.03.2020	For the year ended 31.03.2019
Total Revenue	157272.70	186616.24
Profit/ (Loss) before Tax	(3246.28)	(1087.37)
Profit/ (Loss) after Tax	(2469.20)	(2157.52)

- 5 Foreign investment or collaborators, if any :** Nil

II) Information about the appointee

- 1 Background details:**
Sh. Abhinav Oswal (DIN: 07619099) aged 27 Years, is the son of a renowned industrialist Sh. Kamal Oswal having around 4 years of experience in the industry.
- 2 Past remuneration:**
Remuneration paid for 2019-20 was Rs. 31.02 Lacs.
- 3 Recognition of awards:**
Not applicable
- 4 Job profile and suitability:**
Sh. Abhinav Oswal is working as Vice President of the Company and having four years of Experience in Exports, Marketing and Administration. He was appointed as an Additional Director of the Company on 14.08.2020 and is holding this position since then. He is appointed as an Executive Director of the Company for the period from 01.09.2020 till 31.08.2025.

5 Remuneration proposed:

The remuneration is as described in the Special Resolution at Item No. 11 of the Notice and in case of no profit or inadequate profit in any financial year, the remuneration be paid to him comprising of salary, perquisites and other allowances, as proposed in the resolution and detailed here in above.

6 Comparative remuneration profile with respect to industry size of the Company, profile of the position and person :

Considering the size of the company, the profile of Sh. Abhinav Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him, commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

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

Sh. Abhinav Oswal is one of the promoters of the company and holds 1000 equity shares in the company. He is also related to Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Managing Director and Sh. Dinesh Oswal, Director of the Company. Sh. Abhinav Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the Company.

III) Other information

1 Reason for loss or inadequate profit:

The textile Industry was already under severe stress due to subdued domestic demand, declining export demand and damp consumer sentiments. The onset of the COVID-19 pandemic has further affected the fortunes of textile companies. The short to medium term outlook is cautious and estimates of the expected recovery in FY 2020-21 are equally uncertain. The unavoidable declines in trade and output will have painful consequences for businesses. It is expected that domestic demand could revive in third quarter of FY21 with the onset of festive season & reopening of fully retail spaces. Export demand would fairly depend on recoup of major economies. The actual outturn would depend upon the speed with which the outbreak is contained and economic activity returns to normalcy.

2 Steps taken or proposed to be taken for improvement:

It is expected that with the recovery of economies and domestic demands coupled with Government initiatives will benefit the textile industry in the coming years. The management of the company is making all efforts to meet the prevailing concern by focusing its efforts on improving operational parameters and improvement in efficiency of both human and mechanical assets, to reduce the cost pressure.

**3 Expected increase in productivity and profits in measurable terms:**

It is difficult period for industry, we expect that Government will support the textile and apparel industry in the form of favourable Textile policies, incentives and other benefits which are of paramount importance for the future growth of the industry. Presently Industry is surrounded by new and unprecedented challenges. The Textile Industry is witnessing a slowdown because of global slowdown in the economies of the world and weak demand in domestic market. In anticipation of revival of the economies of U.S. and European Union in future, the Company expects overall improvement in performance over medium to long term.

4 Disclosures:

All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Explanatory Statement.

His Directorship / Membership in Committees of the Board of various companies are as under:-

Name of the Company	Committee Position
Vardhman Investments Ltd.	—
Simran and Shanaya Company Ltd.	—
J L Growth Fund Ltd.	—
Abhilash Growth Fund Pvt. Ltd.	—

The Board, therefore, recommend the passing of the resolutions (Item No. 10 and 11) of the accompanying Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal and Mrs. Manisha Oswal, being his relatives and Sh. Abhinav Oswal himself may be deemed to be concerned or interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 and 11 of the notice.

Item No. 12

The Management of the Company has been exploring various options for raising long-term funds required by the Company for general corporate purposes, to meet the working capital and capital expenditure requirements of the Company.

As per section 42, 55, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot up to 8,80,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the face value of Rs. 100/- each (NCNCRPS), on Preferential basis aggregating to Rs. 8.80 crores, in one or more tranches, to promoter group

entities and their associates on such terms and conditions and manner as may be decided by the board. The Board in its meeting held on 14.08.2020 recommends resolution to be passed by the shareholders. The Resolution at Item No. 12 of the accompanying Notice has accordingly been placed before the members for its approval as Special Resolution. Given below is a statement of disclosure as required under rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2013 and the terms of issue are as under:

a)	The size of the issue and number of Preference Shares to be issued and nominal value of each share:	Up to 8,80,000 – 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 8,80,00,000/- (Rupees eight crores and eighty lacs only)
b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non participating, convertible or non-convertible:	Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares
c)	The objectives of the issue:	General corporate purposes to meet out the working capital requirements and capital expenditure.
d)	The manner of issue of shares:	The said Preference Shares are proposed to be issued on preferential basis.
e)	The price at which such shares are proposed to be issued:	The said Preference Shares are proposed to be issued at the face value of Rs. 100/- each
f)	The basis/ justification on which the price has been arrived at:	Not Applicable, since the issue is at Par.
g)	The terms of issue, including terms and rate of dividend on each share etc.:	The proposed Preference Shares shall be issued to promoter group entities and its associates on preferential basis. The Preference Shares shall be non-cumulative, non-convertible and non-participating. The rate of dividend shall be 5.5% p.a. The Preference Shares shall have voting rights as per section 47(2) of the Companies Act, 2013 and are transferrable.
h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion:	NCNCRPS shall be redeemable at par within 20 years from the date of their issue or an earlier date only at the discretion of the company.
i)	The manner and mode of redemption:	The proposed Preference Shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.
j)	The expected dilution in equity share capital upon conversion of Preference Shares:	Not applicable since the proposed Preference Shares to be issued are non-convertible.

Equity shareholding pattern as on 30.06.2020:-

Sr. No.	Category of the shareholder(s)	No. of Shares held	Percentage to Paid-up Capital (%)
1.	Promoters	27413178	68.82
2.	Mutual Funds and UTI	13173	0.03
3.	Banks & Financial Institutions	61868	0.16
4.	Insurance Companies	107964	0.27
5.	Foreign Holding (NRIs)	226200	0.57
6.	Private Bodies corporate (others)	389109	0.97
7.	IEPF authority	1299512	3.26
8.	Indian Public	10324137	25.92
	TOTAL	39835141	100.00



The Preference Shares are non-convertible there is no dilution in Equity Share Capital. The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in the redemption of Preference Shares issued by the Company or in payment of dividend due on any Preference Shares issued by the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives may be deemed to be concerned or interested in the resolution at Item No. 12 except to the extent that the said Preference Shares that may be subscribed to by

the companies/ firms in which they are interested.

The Board, therefore, recommend the passing of special resolution (Item No. 12) of the accompanying Notice in the interest of the Company, for approval of the members.

By Order of the Board of Directors

**Place : Ludhiana
Date : 14th August, 2020**

**sd/-
Mukesh Sood
Company Secretary**

ANNEXURE TO THE NOTICE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking appointment / re-appointment has been given as hereunder:-

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Dinesh Gogna (DIN:00498670) Non-Executive Director Age: 67 years Qualification: B.A., LLB.	More than 41 years of experience in field of Corporate Finance and Taxation	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship CSR	Member Chairman	105	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Spinning Mills Ltd.	Audit Share Transfer CSR	Member Member Member				
		Nahar Poly Films Ltd.	Share Transfer Audit CSR	Member Member Member				
		Oswal Woollen Mills Ltd.	Audit Shareholders	Member Member				
		Cotton County Retail Ltd.	—	—				
		Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration CSR Share Transfer	Chairman Member Member Member				
		Girnar Investment Ltd.	—	—				
		Oswal Leasing Ltd.	—	—				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR Risk Management Investment	Member Member Member Member				
		Oswal Denim Ltd.	—	—				
		Crown Star Ltd. (U.K.)	—	—				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

Annual Report 2019-20

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Navdeep Sharma (DIN:00454285) Non Executive Director Age: 61 years Qualification: B.A., LLB	More than 37 years of experience in the field of Taxation	Nahar Industrial Enterprises Ltd.	—	—	1	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 12.08.2015 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Industrial Infrastructure Corpn. Ltd.	—	—				
		Vanaik Investors Ltd.	—	—				
		Nagdevi Trading & Investment Co. Ltd.	—	—				
		J L Growth Fund Ltd.	—	—				
		Oswal Leasing Ltd.	Audit Stakeholders Relationship Nomination & Remuneration Share Transfer	Member Chairman Chairman				
		Kovalam Investment & Trading Co.Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member				
		Palam Motels Ltd.	—	—				
		Vanaik Spinning Mills Ltd.	—	—				
		Nahar Financial and Investment Ltd.	—	—				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Member				
		Nahar Growth Fund Pvt. Ltd.	—	—				
		Monica Growth Fund Pvt. Ltd.	—	—				
		Ruchika Growth Fund Pvt. Ltd.	—	—				
Dr. Suresh Kumar Singla (DIN: 00403423) Independent Director Age: 70 years Qualification: M.A. (Stats. & Eco.) & Ph.D (Stats)	More than 34 years of experience in Teaching Management & Administration	Nahar Industrial Enterprises Ltd.	Nomination & Remuneration Stakeholders Relationship CSR	Member Member Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment: 26.09.2017 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year:5 (five)
		Nahar Spinning Mills Ltd.	Audit CSR Nomination & Remuneration	Member Member Chairman				
		Nahar Poly Films Ltd.	Audit CSR Nomination & Remuneration	Chairman Member Chairman				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

Annual Report 2019-20

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
		Nahar Capital & Financial Services Ltd.	Audit CSR Stakeholders Relationship Risk Management Nomination & Remuneration	Member Member Member Member Chairman				
		Oswal Woollen Mills Ltd.	Audit Nomination & Remuneration	Chairman Chairman				
		Monte Carlo Fashions Ltd.	Audit Nomination & Remuneration	Chairman Member				
Dr. Manisha Gupta (DIN:06910242) Independent Director Age: 41 years Qualification: B.Com, MBA, UGC and Phd.	More than 20 years of experience in teaching business and administration.	Nahar Spinning Mills Ltd.	Nomination & Remuneration	Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
		Nahar Poly Films Ltd.	Nomination & Remuneration Stakeholders Relationship	Member Chairperson				
		Nahar Capital & Financial Services Ltd.	Nomination & Remuneration	Member				
		Oswal Woollen Mills Ltd.	Audit Nomination CSR	Member Member Member				
		Monte Carlo Fashions Ltd.	Audit	Member				
Dr. Roshan Lal Behl (DIN:06443747) Independent Director Age: 63 years Qualification: M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies)	More than 38 years of experience in the field of academics and administration.	UP Money Ltd.	—	—	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

Annual Report 2019-20

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Parvinder Singh Pruthi (DIN:07481899) Independent Director Age:66 years Qualification: B.Sc. Hons. & M.Sc. (Physics) and Member of Indian Revenue Service (Indirect Taxes)	Vast experience in the field of Customs and Excise				Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
Sh. Ved Parkash Gaur (DIN:02439897) Independent Director Age: 75 years Qualification: M.Com	35 years of experience in the field of academics and administration	Ludhiana Stock & Capital Ltd.	—	—	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
		R.N.Gupta and Company Ltd.	—	—				

By Order of the Board of Directors
sd/-Place : Ludhiana
Date : 14th August, 2020Mukesh Sood
Company Secretary



DIRECTORS REPORT

Dear Members,

Your directors have pleasure in presenting their 36th Annual Report together with the audited financial statements for the financial year ended 31st March, 2020.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended 31st March, 2020 is summarized below: (₹ in Lacs)

Particulars	Current Year	Previous Year
Revenue from operations	157,272.70	186,616.24
Profits Before Depreciation, Finance Cost and Tax	10,321.11	13,482.81
Less: Depreciation	7,097.98	7,858.34
Less: Finance Cost	6,469.41	6,711.84
Loss Before Exceptional Item and Tax	(3,246.28)	(1,087.37)
Exceptional Item	--	665.01
Loss Before Tax	(3,246.28)	(1,752.38)
Less: Tax Expense (Including Deferred Tax)	(777.08)	405.14
Loss After Tax for the period	(2,469.20)	(2,157.52)
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
i) Re-measurement gains/ (losses) on defined benefit plans	363.17	385.97
Income tax effect on the same	(126.90)	(134.87)
ii) Net gain / (loss) on FVOCI equity instruments	(0.11)	(484.67)
Income tax effect on the above	--	(195.08)
Total Comprehensive Income for the period	(2,233.04)	(2,586.17)

2. PERFORMANCE REVIEW

The Company operates in two Business segments i.e. Textile and Sugar as per Indian Accounting Standard (AS)-108 (Operating Segment).

i) **Textile:** The textile division accounts for 88.38% (including inter-segment) of the total turnover of the company for the year ended 31st March, 2020. The Business wise performance of this segment is as under:

- a. **Yarn:** The Company has produced 51233 MTs of yarn as against 67224 MTs in the previous year.
- b. **Fabric:** The Company has produced 790.89 lacs meters of fabrics (both grey and processed) as against 804.70 lacs meters in the previous year.

The total turnover of this segment (Yarns and Fabrics) has decreased to Rs. 1379.48 crores as against Rs. 1720.56 crores in the previous year showing a decrease of 19.82%.

ii) **Sugar:** The Company has produced 4,54,730 Qtls. of sugar as against 5,04,725 Qtls. in the previous year at a Recovery rate of 10.38% (previous year 10.65%).

The total turnover of this segment has increased to Rs. 181.19 crores as against Rs. 145.14 crores in the previous year showing an increase of 24.84 %.

Overall Performance

The year under review was tough for the textile industry. The company has achieved operational income of Rs. 1572.73 crores as against Rs. 1866.16 crores showing a decrease of 15.72 % over the previous year. The company has earned Profit before depreciation, finance cost and tax of Rs. 103.21 crores as against Rs. 134.83 crores in the previous year. After providing for Depreciation of Rs. 70.98 crores (previous year Rs. 78.58 crores), finance cost of Rs. 64.69 crores (previous year Rs. 67.12 crores) and Tax Expenses of Rs. (7.77) crores (previous year Rs. 4.05 crores) (inclusive of Deferred Tax) the Loss for the year comes to Rs. 24.69 crores as against Loss of Rs. 21.58 crores in the previous year.

During the year under review, the textile business continues to be challenged by various factors. The demand for textile products fallen due to subdued domestic demand, declining export demand and damp consumer sentiments. The textile Industry is passing through a difficult phase of uncertainties. The heightened trade war between US and China had an adverse impact on Indian textile industries too. The high cotton prices coupled with lower demand of textiles products had affected the performance of the company.

**3. COVID-19**

In March 2020, the World Health Organisation (WHO) declared COVID-19 a global pandemic. Consequent to this, Government of India declared nation-wide lockdown on March 24, 2020, which has impacted normal business operations of the Company. The situation is unprecedented; the Company is closely monitoring the situation as it evolves in the future. Steps taken by the company to mitigate the impact of covid-19 are described in the Management Discussion and Analysis Report which forms part of this Annual Report.

4. TRANSFER TO RESERVES

Your company has transferred Rs. (23.01) lacs [previous year Rs. (26.96) lacs] from the General Reserves.

5. CREDIT RATING

The Rating Committee of ICRA Limited has revised the long-term rating for the captioned Line of Credit (LAC) from [ICRA]A- to [ICRA]BBB+ (Negative). The Rating Committee has also revised the short-term rating for the captioned LAC from [ICRA]A2+ to [ICRA]A2. The reason for downward revision is expected pressures on the Company's operating performance in the near term, owing to COVID-19 led demand-side pressures as well as disruptions in operations following the domestic lockdowns.

6. DIVIDEND

Due to loss suffered by the Company, your directors express their inability to recommend dividend for the financial year ended on 31st March, 2020.

7. INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act 2013 and rules framed there under, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid account is required to be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. The Company has already transferred the amount of unclaimed dividend for the year 2010-11 to the IEPF. Members who have not yet en-cashed or claimed the dividends for the year 2012-13 onwards are requested to contact the Company at the earliest.

In terms of the requirements of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('the Rules') the Company is required to transmit the Shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years to the IEPF Account. Members are requested to take note of the same and claim their unclaimed dividend immediately to avoid transmission of the underlying shares to IEPF Account. The shares transmitted to the IEPF Account can be claimed back by the concerned members from the

IEPF authority after complying with the procedure prescribed under the rules. The list of members whose shares have been transmitted to IEPF Authority is displayed on the website of the company at web-link www.owmnahar.com/nahar_ie/transfer-of-equity-shares.php.

8. SHARE CAPITAL

During the year 2019-20, the company has allotted 39,00,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each aggregating to Rs. 39,00,00,000/- to Cotton County Retail Ltd. and Nahar Capital & Financial Services Ltd., the promoter group entities. The company has utilized the amount for the purposes it was raised. As on 31st March, 2020 the paid up Share Capital of the Company is Rs. 146,03,51,410/- consisting of Equity Share Capital of Rs. 39,83,51,410/- and Preference Share Capital of Rs. 106,20,00,000/-. During the year under review, the Company has not granted any stock options or sweat equity. As on 31st March, 2020 none of the Promoters / Directors of the Company hold instruments convertible into equity shares of the Company.

9. DEPOSITS

During the year, the Company has not accepted any deposit from the public. As such there are no outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Financial Statements.

11. MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

No changes and commitments affecting the financial position of the company have occurred during the year under review as well as the period between the end of financial year till the date of this report.

12. DIRECTORS**Appointment and change in of Directors**

- In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association Sh. Dinesh Gogna (DIN: 00498670) and Sh. Navdeep Sharma (DIN: 00454285), Directors of the Company will be retiring by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. Accordingly, the requisite resolution(s) are proposed at the ensuing Annual General Meeting for approval.
- The term of Dr. (Mrs.) Harbhajan Kaur Bal (DIN: 00008576), Dr. Amrik Singh Sohi (DIN: 03575022)



and Sh. Ajit Singh Chatha (DIN: 02289613), Independent Directors, comes to an end on this Annual General Meeting. They will cease to be directors of the Company at the conclusion of this Annual General Meeting. The board places on record its appreciation for the valuable contribution received from them.

- The term of appointment of Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director comes to an end on this Annual General Meeting. Pursuant to Section 149(10) of the Companies Act, 2013 the Company is re-appointing him as Independent Director, not liable to retire by rotation, for a period of 5 (five) years i.e. up to the conclusion of the Annual General Meeting to be held in the year 2025.
- Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment & Qualifications of Directors) Rules, 2014, the Company is appointing Dr. Manisha Gupta (DIN: 06910242), Dr. Roshan Lal Behl (DIN: 06443747), Sh. Parvinder Singh Pruthi (DIN: 07481899) and Sh. Ved Parkash Gaur (DIN: 02439897) as Independent Director for the term of 5 (five) consecutive years commencing with effect from 14.08.2020 up to 13.08.2025.
- Sh. Abhinav Oswal (DIN: 07619099) was appointed an Additional Director by the Board in its meeting held on 14.08.2020 to hold office up to the conclusion of this Annual General Meeting. The Board has also appointed Mr. Abhinav Oswal as an Executive Director of the Company w.e.f. 01.09.2020 for a period of five years i.e. up to 31.08.2025, subject to approval of shareholders, on the terms and conditions as mentioned in the Notice of Annual General Meeting.

Declaration by Independent Directors

Necessary declaration has been obtained from all Independent Directors under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The Ministry of Corporate Affairs vide Notification No. G.S.R. 804(E) dated October 22, 2019 and effective from December 01, 2019 has introduced the provision relating to inclusion of names of Independent Directors in the Data Bank maintained by Indian Institute of Corporate Affairs ('IICA'). All Independent Directors of your Company are registered with IICA.

Number of Meetings of the Board

During the year five Board Meetings were convened and held on 30.5.2019, 14.8.2019, 14.11.2019, 18.1.2020 and 14.2.2020. The detail thereof is also given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Board Evaluation

Pursuant to the provisions of Companies Act, 2013 and SEBI

(Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has devised a policy for performance evaluation of the board, its committees and all the Directors individually as per the criteria laid down by the Nomination & Remuneration Committee of the Company. The manner of evaluation is stated in the Corporate Governance Report forming an integral part of this report.

Independent Directors Meeting

During the financial year 2019-20, the Independent Directors met on 14th December, 2019, inter-alia, to discuss:-

- (i) The performance of Non-Independent Directors and the Board as a whole;
- (ii) The performance of the Chairman of the Company taking into account the views of Executive and Non Executive Directors and
- (ii) To assess the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform their duties.

13. DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) and (5) of the Companies Act, 2013:-

- i) that in the preparation of the Annual Accounts for the year ended on 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that 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 31st March, 2020 and of the profit of the Company for the year ended on that date;
- iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that annual accounts have been prepared on a going concern basis;
- v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that 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.

14. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return



in Form MGT-9, as required under Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2019-20 has been uploaded on Company's website at http://www.owmnahar.com/nahar_ie/pdf/EXTRACT_ANNUAL_RETURN_2019-20.pdf

15. RELATED PARTY TRANSACTIONS

During the financial year under review, all transactions entered into with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were in the ordinary course of business and are at arm's length basis. The company has not entered into any contract or arrangement with Related parties / Group companies other than in ordinary course of business. The details of Related Party Transactions are placed before the Audit Committee for its review and approval on quarterly basis. These transactions were entered into as per the Company's policy on Related Party Transactions and are approved by the Audit Committee, Board and also by Shareholders. The company's policy on Related Party Transactions is available at the web-link: www.owmnahar.com/nahar_ie/pdf/RPT_Policy.pdf. The details of Related Parties transactions are given in Note No. 40 of the Notes to Financial Statements. Pursuant to the provisions of section 134(3) Form AOC-2 is annexed herewith as **Annexure-A**.

16. AUDIT COMMITTEE

The Company has constituted an Audit Committee pursuant to Section 177(8) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Presently, the Audit Committee consists of Sh. Dinesh Gogna and Dr. (Mrs) Harbhajan Kaur Bal as Members and Dr. Vijay Asdhir is the Chairman of the Audit Committee. The detailed information regarding Audit Committee and its terms of reference is given in Corporate Governance Report forming an integral part of the Directors Report.

17. NOMINATION & REMUNERATION COMMITTEE

The Company has constituted a Nomination & Remuneration Committee pursuant to Section 178(1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Presently, the Nomination & Remuneration Committee consists of Dr. (Mrs) Harbhajan Kaur Bal and Dr. Suresh Kumar Singla as Members and Dr. Vijay Asdhir is the Chairman of the Nomination & Remuneration Committee. The detailed information regarding Nomination & Remuneration Committee and its terms of reference is given in Corporate Governance Report forming an integral part of the Directors Report.

18. RISK MANAGEMENT

The Company has laid down a Risk Management Policy

and identified threat of such events which if occurs will adversely affect the ability of the company to achieve its objectives. Evaluation of business risk and managing the risk has always been an ongoing process in your company. The Audit Committee has also been delegated the responsibility for assessment, mitigation, monitoring and review of all elements of risks which the Company may be exposed to. The Board also reviews the risk management and minimization procedures.

19. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board adopted a Vigil Mechanism/ Whistle Blower Policy as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013 to report genuine concerns or grievances about unethical behavior of employees, actual or suspected fraud or violation of the Company's Code of Conduct. The Company's Vigil mechanism/ Whistle Blower Policy are available at the Company's website i.e. www.owmnahar.com.

20. INDIAN ACCOUNTING STANDARD (IND AS) AND INTERNAL FINANCIAL CONTROL

The Indian Accounting Standard (Ind AS) became applicable on the Company w.e.f. 01st April, 2016. Accordingly, the Financial Statements have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company is having adequate internal financial control systems and procedures which commensurate with the size of the Company. The Company is having Internal Audit Department which ensures optimal utilization and protection of Company's resources. The Internal Auditor monitors and evaluates the efficiency and adequacy of internal control systems in the company, its compliance with operating systems, accounting procedures and also ensures that the internal control systems are properly followed by all concerned departments of the company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The company has engaged an independent agency to assess the adequacy of the existing internal financial controls and suggest means for further strengthening the same.

21. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year, the Company has complied with the applicable Secretarial Standards as prescribed under section 118 of the Companies Act, 2013.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

**23. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The company has constituted a Corporate Social Responsibility (CSR) Committee of the board in accordance with section 135 of the Companies Act, 2013. The Company has adopted a CSR Policy and undertaking CSR programmes/ projects along with group companies under one umbrella through Oswal Foundation (OSF) which is a registered society formed in 2006 having its charitable objects in various fields. The company is working proactively with the OSF to finalize the projects and identify the new projects for fulfilling its CSR obligations.

Pursuant to the provisions of Section 135 of the Companies Act, 2013, an expenditure of Rs. 68.14 Lacs is to be spent by the Company during the financial year 2019-20 for its CSR activities. Out of total obligation Rs. 0.34 Lacs was spent directly by the Company and contributed balance Rs. 67.80 Lacs to Oswal Foundation for undertaking CSR activities.

The CSR policy of the company has been placed on the Company's website at web-link www.owmnahar.com/nahar_ie/pdf/CSR_Policy_NIEL.pdf. The report on CSR activities as required under the Companies (Corporate Social Responsibility) Rules, 2014 including brief outline of the Company's CSR policy is annexed herewith marked as **Annexure-B**.

24. NOMINATION & REMUNERATION POLICY

The Board has, on the recommendation of Nomination and Remuneration Committee, framed a policy for appointment and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down criteria for determining qualifications, positive attributes, independence of directors and other matters provided under section 178 of the Companies Act, 2013. The Nomination and Remuneration policy of the company is elaborated in the Corporate Governance Report forming an integral part of this report.

25. AUDITORS**i) Statutory Audit & Auditor's Report**

The shareholders at their 33rd Annual General Meeting (AGM) held on 26th September, 2017 had approved the appointment of M/s. K.R. Aggarwal & Associates, Chartered Accountants, (Firm Registration No. 030088N) as statutory auditors of the Company, to hold office from the conclusion of 33rd AGM up to the conclusion of 38th AGM to be held in the year 2022. The Auditors Report on the accounts of the Company for the financial year 2019-20 is self-explanatory and requires no comments.

ii) Cost Auditor & Cost Audit Report

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit)

Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its textiles and sugar segments are required to be audited. The Company has maintained accounts and cost records with respect to Textile and Sugar business as specified by the Government under Section 148(1) of the Companies Act, 2013. The cost audit report for the financial year 2018-19 was filed with the Ministry of Corporate Affairs on 12.02.2020. Your Directors had, on the recommendation of the Audit Committee, appointed M/s. R.R. & Co., Cost Accountants, Ludhiana to audit the cost accounts of the Company for the financial year 2020-21. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s. R.R. & Co., Cost Accountants, is included in the Notice convening the Annual General Meeting.

iii) Secretarial Audit & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company had appointed M/s. P.S. Bathla & Associates, a firm of Company Secretaries in Practice (C.P. No. 2585) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is attached as **Annexure-C** and forms an integral part of this Report. There is no secretarial audit qualification for the year under review.

26. KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Companies Act, 2013 Sh. Kamal Oswal, Vice Chairman-cum-Managing Director; Sh. Bharat Bhushan Gupta, Chief Financial Officer and Sh. Mukesh Sood, Company Secretary are the Key Managerial Personnel of the Company.

27. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(1), 5(2) and 5(3) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended up to date) in respect of employees of the Company, forming part of the Directors' Report for the year ended 31st March, 2020 is given in **Annexure-D** to this Report.

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

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

**29. CORPORATE GOVERNANCE REPORT**

Your Company continues to follow the principles of good corporate governance. The corporate governance report along with Auditor's certificate regarding compliance of the conditions of corporate governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming compliance is attached herewith as **Annexure-F** and forms part of this Report.

30. ASSOCIATE / CONSOLIDATED FINANCIAL STATEMENT

As on 31st March, 2020 the company had four Associate Companies i.e. Cotton County Retail Limited, Atam Vallabh Financiers Limited, Vardhman Investment Limited and J L Growth Fund Limited, the accounts of which have been consolidated in accordance with the applicable Accounting Standards (Ind AS) and pursuant to Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The audited consolidated financial statements are provided in the Annual Report. A statement containing salient features of financial statements of associate companies in Form AOC-1 is annexed with the financial statements. The financials of the associate companies is given below:-

i) Cotton County Retail Limited (CCRL)

The company holds 47.66% equity shares of CCRL. During the year, the revenue from operations of the company was Rs. 731.92 lacs as compared to Rs. 4669.22 lacs in the previous year. The company has incurred a net loss of Rs. 32.14 lacs as against a net loss of Rs. 78.67 lacs in the previous year.

ii) Atam Vallabh Financiers Limited (AVFL)

The company holds 36.85% equity shares of AVFL. During the year, the revenue from operations of the company was Rs. 2.77 lacs as compared to Rs. 34.54 lacs in the previous year. The company has incurred a net loss of Rs. 35.65 lacs as against profit of Rs. 26.44 lacs in the previous year.

iii) Vardhman Investment Limited (VIL)

The company holds 47.17% equity shares of VIL.

During the year, the revenue from operations of the company was Rs. 4.46 lacs as compared to Rs. 32.89 lacs in the previous year. The company has earned a net profit of Rs. 2.47 lacs as against Rs. 23.50 lacs in the previous year.

iv) J L Growth Fund Limited (JLGF)

The company holds 41.10% equity shares of JLGF. During the year, the revenue from operations of the company was Rs. 59.98 lacs as compared to Rs. 42.29 lacs in the previous year. The company has earned a net profit of Rs. 62.45 lacs as against a net loss of Rs. 0.63 lacs in the previous year.

31. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company is committed to create and maintain an atmosphere in which employees can work together, without any fear of exploitation. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2019-20 the company has not received any complaint on sexual harassment and hence no complaint remains pending as on 31st March, 2020.

32. INDUSTRIAL RELATIONS

Industrial relations throughout the year continued to be very cordial and satisfactory.

33. ACKNOWLEDGEMENT

Your directors would like to express their appreciation for the assistance and co-operation received from financial institutions, banks and shareholders. They also place on record their appreciation for the co-operation of employees at all levels.

For and on behalf of the Board of Directors
Sd/-

Place: Ludhiana
Date: 14th August, 2020

Jawahar Lal Oswal
Chairman

**Form No. AOC-2****ANNEXURE - A**

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of Approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
-----No such Transaction-----							

2. Details of material contracts or arrangement or transactions (2019-20) at arm's length basis

(₹ In lacs)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of Approval by the Board	Amount paid as advances, if any
(a)	(b)	(d)	(c)	(e)	(f)
Oswal Woollen Mills Ltd	Purchase of Goods	2019-20	3026.12	Not Required	
	Sale of Goods		12704.32		
	Freight Income		541.02		
	Expenses Reimbursement received		114.01		
	Expenses Reimbursement paid		19.28		
	Purchase of fixed Asset		33.26		
	Sale of Fixed Asset		72.44		
	Processing charges received		0.08		
	FMP/FMS Licence Sale		328.13		
Nahar Spinning Mills Ltd	Purchase of Goods	2019-20	2863.54	Not Required	
	Sale of Goods		806.27		
	Purchase of fixed assets		0.16		
	Sale of fixed assets		7.21		
	Freight Income		20.17		
	Expenses Reimbursement received		152.19		
	Expenses Reimbursement paid		5.03		
	Processing Charges Received		69.86		
	Purchase of Goods		0.61		
Monte Carlo Fashions Ltd	Sale of Goods	2019-20	357.84	Not Required	
	Expenses Reimbursement received		152.07		
	Expenses Reimbursement paid		6.85		
	Sale of fixed assets		9.32		
	Processing Charges Received		3.71		
	Purchase of Goods		58.87		
Cotton County Retail Ltd.	Sale of Goods	2019-20	5.71	Not Required	
	Rent Received		7.08		
	Expenses Reimbursement received		5.83		
	Purchase of Fixed Asset		1.63		
	Investment in Preference Shares		900.00		
	Freight Income		0.35		
	Expenses Reimbursement received		4.84		
Nahar Poly Films Limited	Investment in Preference Shares	2019-20	3000.00	Not Required	
	Freight Income		0.35		
Nahar Capital & Financial Services Limited	Investment in Preference Shares	2019-20	3000.00	Not Required	
	Expenses Reimbursement received		4.84		
J L Growth Fund Ltd.	Rent paid	2019-20	25.72	Not Required	
Hug Foods Pvt. Ltd.	Rent Received	2019-20	1.42	Not Required	
	Expenses Reimbursement received		2.46		
	Sale of goods		136.89		
Mr. Kamal Oswal	Rent Received	2019-20	15.00	Not Required	
Mrs. Manisha Oswal	Remuneration Paid	2019-20	27.10	Not Required	
Mr. Abhinav Oswal	Remuneration Paid	2019-20	31.02*	Not Required	

*Includes remuneration paid ₹. 3.15 Lacs for earlier years.

For and on behalf of the Board of Directors

Place: Ludhiana
Date: 14th August, 2020Jawahar Lal Oswal
(DIN: 00463866)
Chairman

**ANNEXURE-B****Annual Report on Corporate Social Responsibility (CSR) Activities**

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

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee formulated the Corporate Social Responsibility Policy (CSR Policy) and the Board of Directors of the Company has approved the same on 14.11.2014. The Board of Directors adopted the CSR Policy as recommended by CSR Committee. Under the CSR Policy, Company will broadly focus on medical relief and research, environment protection, promotion of education, social upliftment and any other activity as envisaged in the Companies Act. The details of CSR policy are available on the company's website www.ownahar.com.

2. Composition of CSR Committee
Sh. Kamal Oswal, Chairman
Sh. Dinesh Gogna, Member
Dr. Suresh Kumar Singla, Member
3. Average net profit of the Company for last three financial years:
Rs. 3407.23 Lacs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):
Rs. 68.14 Lacs
5. Details of CSR spent during the financial year:
 - (a) Total amount spent for the financial year: Rs. 0.34 Lacs
 - (b) Amount Unspent, if any:
Rs. 67.80 Lacs. On 1st August, 2020 the Company had contributed balance Rs. 67.80 Lacs to 'Oswal Foundation', a consortium formed by group companies for the purpose of undertaking CSR programs / project.

(c) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project /Activity	Sector	Location of the Project	Amount Outlay (budget) Project or Program wise	Amount spent on the Project or Programs. Sub Heads: 1. Direct Expenditure on Projects or programs 2. Overheads	Cumulative Expenditure up to the Reporting period.	Amount Spent: Direct or through Implementing Agency
1	2	3	4	5	6	7	8
1	Donation of Uniforms to the needy Students at Government Elementary School, Lalru, Punjab	Education	Lalru	0.34 Lacs	Direct	0.34 Lacs	Direct

Details of Implementing Agency: N.A.

6. Reason for not spending the amount:
Not applicable as the Company has met its entire obligation of CSR for the Financial Year 2019-20.
7. The Chairman of the Corporate Social Responsibility (CSR) Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Sd/-
Kamal Oswal
(DIN: 00493213)
(Managing Director &
Chairman, CSR Committee)



ANNEXURE-C

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Nahar Industrial Enterprises Ltd.
Focal Point, Ludhiana-141010, Punjab

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the **financial year 1st April, 2019 to 31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Nahar Industrial Enterprises Ltd** ("the Company") for the financial year ended on **31st March, 2020** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- 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 there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following 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, 2018; (**Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable, however, the Company has issued 2900000 – 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares on 14.08.2019 @100/- each and 1000000 – 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares @100/- each on 18.01.2020 since, the same are not listed at any Stock Exchange as per terms of issue**)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable as the Company has not issued any shares/options to directors/ employees under the said guidelines/regulations during the year under review**)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable as the Company has not issued Debt Securities during the Audit Period under review**)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (**Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review**)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company during the Audit period as there was no event in this regard**)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not applicable as the Company has not bought back/propose to buy-back any of its securities during the financial year under review**)
- (VI) Textiles (Development and Regulation) Order, 2001



(VII) Foods Safety and Standards Act, 2006

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015

I Report that during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. I 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 notices are given to all directors to schedule the Board Meetings and agenda, detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

I further report that based on the information received and records maintained 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.

For P S Bathla & Associates

Place: Ludhiana
Date : 14th August, 2020
UDIN: F004391B000575566

Parminder Singh Bathla
Company Secretary
FCS No. 4391
C.P No. 2585
SCO-6, Feroze Gandhi Market
Ludhiana - 141001

Note: This Report is to be read with my Letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To
The Members,
Nahar Industrial Enterprises Ltd.
Focal Point, Ludhiana-141010, Punjab

My report 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My 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 P S Bathla & Associates

Place: Ludhiana
Date : 14th August, 2020

Parminder Singh Bathla
Company Secretary
FCS No. 4391
C.P No. 2585
SCO-6, Feroze Gandhi Market
Ludhiana - 141001



ANNEXURE-D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1), (2) and (3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(I) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 is as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2019-20 (₹ in lacs)	% increase in Remuneration in the Financial year 2019-20	Ratio of remuneration of each Director to median remuneration of employees
1.	Sh. Jawahar Lal Oswal (Chairman)	*0.50	-16.67	0.32
2.	Sh. Kamal Oswal (Managing Director)	262.15	-	167.45
3.	Sh. Dinesh Oswal (Director)	*0.50	-28.57	0.32
4.	Sh. Dinesh Gogna (Director)	*0.50	-28.57	0.32
5.	Sh. Navdeep Sharma (Director)	*0.50	-28.57	0.32
6.	Dr.(Mrs) Harbhajan Kaur Bal (Director)	*0.50	-28.57	0.32
7.	Sh. Amrik Singh Sohi (Director)	*0.20	-33.33	0.13
8.	Sh. Ajit Singh Chatha (Director)	*0.40	-20.00	0.26
9.	Dr. Vijay Asdhir (Director)	*0.30	-57.14	0.19
10.	Dr. Suresh Kumar Singla (Director)	*0.50	--	0.32
11.	Sh. Bharat Bhushan Gupta (Chief Financial Officer)	29.71	52.90	18.98
12.	Sh. Mukesh Sood (Company Secretary)	22.64	21.06	14.46

*Sitting Fee paid for attending the Board Meetings.

- (ii) In the financial year 2019-20, there was an increase of 20.53 % in the median remuneration of employees.
- (iii) There were 9334 permanent employees on the rolls of Company as on 31st March, 2020.
- (iv) Average percentage increase/decrease made in the salaries of employees other than the Key Managerial Personnel in the last financial year i.e. 2019-20 was -3.09% whereas the increase in the Key Managerial remuneration for the same financial year was 4.94 %.

(v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

(vi) Name of the top 10 employees in terms of remuneration drawn has been given hereunder:-

Sr No	Name and Designation	Gross Remuneration (Rs. in Lacs)	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age (in Yrs)	Last Employment held
1.	Sh. Kamal Oswal* Managing Director	262.15	Contractual	B. Com 36 years	01.02.1998	58	Nahar International Ltd.
2.	Sh. Abhinav Oswal** Vice President	31.02	Regular	B.B.A. 4 years	18.07.2016	27	----
3.	Sh. Vipin Kumar Kad, President	30.82	Regular	M.Sc (Physics) 40 years	29.09.1996	65	Vardhman Group
4.	Sh. Bharat Bhushan Gupta, Chief Financial Officer	29.71	Regular	C.A. 41 years	20.11.1979	63	----
5.	Sh. Hari Narain Singhal, President	29.28	Regular	M.Com, L.LB 42 years	20.10.1978	67	DCM Group
6.	Sh. Rajesh Walia, Vice President	29.25	Regular	M.Com, PGDCA 30 years	20.08.1990	50	----
7.	Mrs. Manisha Oswal*** President	27.10	Regular	Graduate 8 years	01.04.2012	55	----
8.	Sh. Dharminder Batra, Vice President	25.03	Regular	MBA 28 years	01.12.1999	54	Vardhman Group
9.	Sh. Satish Kumar Tyagi, Vice President	24.59	Regular	B.Tech 30 years	03.12.2009	55	Vardhman Group
10.	Sh. Daljeet Singh Virdi, Vice President	23.82	Regular	CA 36 years	07.09.1993	65	Metro Tyres Ltd.

* Sh. Kamal Oswal is a relative of Sh. Jawahar Lal Oswal and Sh. Dinesh Oswal, Directors of the Company.

** Sh. Abhinav Oswal is a relative of Sh. Kamal Oswal, Vice Chairman-cum-Managing Director of the company.

*** Mrs. Manisha Oswal is a relative of Sh. Kamal Oswal, Vice Chairman-cum-Managing Director and Sh. Jawahar Lal Oswal, Director of the company.

(vii) None of these employees is holding Equity Shares in the Company within the meaning of Rule 5(2)(iii) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**ANNEXURE-E****Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgo required under the Companies (Accounts) Rules, 2014****A) CONSERVATION OF ENERGY:**

- a) Measures taken for conservation of energy
- i) Use of high efficiency motors and energy saving devices.
 - ii) Technical up-gradation and modernization of various machines.
 - iii) Organized training programme on different aspect of energy conservation.
 - iv) Company has installed Biomass/multifuel Co-generation power plant at Lalru & Amloh, Punjab which enable the company to produce electricity at lower rate.
 - v) Re-arrangement of distribution system to avoid system load.
- b) Impact of measures consequent to (a) above: The above mentioned measures have resulted in energy saving and subsequent reduction in energy cost and thereby reduction in cost of production.

B) TECHNOLOGY ABSORPTION

- i) Efforts in brief made towards Technology Absorption, adoption and innovation : All efforts being made to adopt the technology. The Company has a team of well qualified and experienced Engineers who are committed to absorbing and adapting latest technology.
- ii) Benefit derived as a result of above efforts : Due to adoption of latest technology there has been improvement in quality.
- iii) Information regarding technology imported during the last five years : Nil
- iv) Expenditure on R & D

		(₹ in Lacs)	
		Current Year	Previous Year
a)	Capital	69.40	95.10
b)	Recurring	33.44	29.93
	Total	<u>102.84</u>	<u>125.03</u>

C) FOREIGN EXCHANGE EARNING & OUTGO:

		(₹ in Lacs)	
		Current Year	Previous Year
i)	Total foreign exchange earnings and outgo:		
	Earnings (FOB Value of Exports etc.)	20955.08	30145.23
	Outgo (CIF Value of Imports, expenditure in foreign currency and others payments)	6102.25	4739.93

For and on behalf of the Board of Directors

Place: Ludhiana
Date : 14th August, 2020

Jawahar Lal Oswal
(DIN : 00463866)
Chairman



CORPORATE GOVERNANCE REPORT

ANNEXURE-F

1. Company's Philosophy on Corporate Governance

It is Nahar Industrial Enterprises Ltd.'s (NIEL) firm belief that good corporate governance provides a basis by which the right and responsibilities amongst different participants in the organization are transparently known. It helps to ensure that the Company's objectives are well defined and performance against those objectives are adequately measured and monitored. Your company is committed to conduct business in accordance with the highest ethical standards which emerges from the application of the best management practices and compliance with the laws. Thus, we have adopted various codes and policies as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Some of these codes and policies are:

- ● Code of Conduct for Board and Senior Management
- ● Code of Conduct for Prohibition of Insider Trading
- ● Vigil Mechanism/ Whistle Blower Policy
- ● Policy for transaction with Related Parties
- ● Corporate Social Responsibility Policy
- ● Appointment and remuneration policy
- ● Policy for preservation of documents

2. Board of Directors

A. Information relating to Directors

- i. As on 31st March, 2020 the Board of NIEL consists of ten directors. The Board has an optimum combination of Executive, Non-Executive and Independent Directors. Sh Jawahar Lal Oswal is non-executive chairman and the composition of the Board is in conformity with the Listing Regulations.
- ii. The Board met 5 (five) times during the period April, 2019 to March, 2020 on – 30.05.2019, 14.08.2019, 14.11.2019, 18.01.2020, 14.02.2020 with a clearly defined agenda. The maximum time gap between two board meetings was less than 120 days.
- iii. The details relating to composition and categories of directors on the Board, their attendance at the Board Meeting during the year and at the last Annual General Meeting, Number of Directorship, Committee Membership and Chairpersonship (in Audit Committee & Stakeholder Relationship Committee) held by them in other public limited companies incorporated in India and also name of the listed companies in which holds directorship, as on 31.03.2020 are presented hereunder

Name of Directors	Category of Directors	Name of the Listed Company in which also holds directorship	Attendance Particulars		Directorship held in other Public Ltd. Companies/Committee Membership and Chairmanship/Chairpersonship		
			No.of Board Meetings Attended	Last AGM Attended	Directorship	Committee Membership	Committee Chairmanship/ Chairpersonship
Sh. Jawahar Lal Oswal # (00463866)	Promoter Non Executive Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited Monte Carlo Fashions Limited	5	No	8	--	--
Sh. Kamal Oswal # (00493213)	Promoter Executive Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited Oswal Leasing Limited	4	Yes	9	1	--
Sh. Dinesh Oswal # (00607290)	Promoter Non Executive Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited	5	Yes	9	--	--
Sh. Dinesh Gogna (00498670)	Non Executive Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited Oswal Leasing Limited Monte Carlo Fashions Limited	5	Yes	9	5	2



Sh. Navdeep Sharma (00454285)	Non Executive Director	Nahar Industrial Enterprises Limited Oswal Leasing Limited Kovalam Investment and Trading Company Limited	5	Yes	9	3	1
Dr. (Mrs.) Harbhajan Kaur Bal (00008576) Dr. Amrik Singh Sohi (03575022)	Independent Director Independent Director	Nahar Industrial Enterprises Limited Sportking India Limited Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited Monte Carlo Fashions Limited	5 2	No Yes	1 4	2 3	- 1
Sh. Ajit Singh Chatha (02289613)	Independent Director	Nahar Industrial Enterprises Limited Monte Carlo Fashions Limited Indian Acrylics Limited J Kumar Infraprojects Limited Steel Strip Wheels Limited	4	No	5	2	--
Dr. Vijay Asdhir (06671174)	Independent Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited	3	No	3	2	2
Dr. Suresh Kumar Singla (00403423)	Independent Director	Nahar Industrial Enterprises Limited Nahar Poly Films Limited Nahar Spinning Mills Limited Nahar Capital and Financial Services Limited Monte Carlo Fashions Limited	5	Yes	5	4	3

Sh. Jawahar Lal Oswal, Sh. Kamal Oswal and Sh. Dinesh Oswal are related among themselves. None of the other director is related to any other director of the Company.

B. Shareholding of Non Executive Directors

Sr. No.	Name of the Directors	No. of Shares held
1.	Sh. Jawahar Lal Oswal	1000
2.	Sh. Dinesh Oswal	1000
3.	Sh. Dinesh Gogna	105
4.	Sh. Navdeep Sharma	1

C. Details of Familiarisation Programme for Independent Directors

At the time of appointment of a director a formal letter of appointment is given to the appointee director which inter alia explains the role, functions, duties and responsibilities expected from him as a director of the Company. The Vice Chairman cum Managing Director also has a one to one discussion with the newly appointed directors to familiarise them with the Company's operations. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's Procedures and Policies. Directors are having access to all documents/ information needed for good understanding of the Company, its operations and the industry in which it operates. The Company has put in place a system to familiarize its Independent Directors with the Company which is available at the weblink: http://www.ownahar.com/nahar_ie/pdf/Familiarization_Programme.pdf.

D. Performance Evaluation

Pursuant to the provisions of Companies Act, 2013 and Listing Regulations, the Company has devised a policy for evaluation of Independent Directors, Board, its committees and other directors as per the criteria laid down thereunder. The performance evaluation of the Independent Directors was carried out by the Board excluding the director being evaluated and that of the Chairman and of the Non-independent Directors was carried out by the Independent Directors. The evaluation was carried out through a structured evaluation process i.e. Knowledge to perform the role; Time and level of participation; Performance of duties and level of oversight; and Professional conduct and independence. The Board was satisfied with the evaluation process.

**E. Remuneration to Directors**

All the non-executive directors receive sitting fee for attending the Board Meetings. Sh. Kamal Oswal, Managing Director, receives salary, allowances, perquisites as approved by the Nomination and Remuneration Committee, Board of Directors and Shareholders. There has been no materially pecuniary relationship or transaction between the Company and its Directors in the financial year under review. The details of remuneration paid to the directors for the financial year 2019-20, are given below:

(Amount In Rs)

Name of the Directors	Sitting Fee	Salary, Allowance & Perquisites	Performance Incentives	Commission	Total
Sh. Jawahar Lal Oswal	50,000/-	Nil	Nil	Nil	50,000/-
Sh. Kamal Oswal	Nil	26,214,860/-	Nil	Nil	26,214,860/-
Sh. Dinesh Oswal	50,000/-	Nil	Nil	Nil	50,000/-
Sh. Dinesh Gogna	50,000/-	Nil	Nil	Nil	50,000/-
Dr. (Mrs.) Harbhajan Kaur Bal	50,000/-	Nil	Nil	Nil	50,000/-
Sh. Navdeep Sharma	50,000/-	Nil	Nil	Nil	50,000/-
Dr. Amrik Singh Sohi	20,000/-	Nil	Nil	Nil	20,000/-
Sh. Ajit Singh Chatha	40,000/-	Nil	Nil	Nil	40,000/-
Dr. Vijay Asdhir	30,000/-	Nil	Nil	Nil	30,000/-
Dr. Suresh Kumar Singla	50,000/-	Nil	Nil	Nil	50,000/-

F. Information to the Board

The Board has complete access to all information with the Company. The agenda papers are presented to the Board or directly tabled at the Board Meeting to facilitate meaningful deliberation on issues concerning the Company.

G. Code of Conduct

NIEL's Board has laid down a code of conduct for all board members and senior management of the Company. All Board members and designated senior management personnel affirm compliance with this code of conduct. The code of conduct is displayed on the website of the Company at the weblink: http://owmnaahar.com/naahar_ie/pdf/Code_of_Conduct_NIEL.pdf. A declaration to this effect signed by Sh. Kamal Oswal, Vice Chairman-cum-Managing Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management an affirmation that they have complied with the Code of Conduct in Financial Year 2019-20.

Place : Ludhiana
Dated : 14th August, 2020

Kamal Oswal
(DIN : 00493213)
Vice Chairman-cum-Managing Director

H. Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors

The following skills / expertise / competencies required in the context of Company's businesses have been identified by the Board for it to function effectively viz. (i) Business Strategy, Planning and Corporate Management (ii) Accounting & Financial Skills (iii) Marketing (iv) Corporate Governance (v) Legal & Risk Management (vi) Discharge of Corporate Social Responsibility. These are available with the Board.

I. Confirmation from Independent Director/Board of Directors in context to Independent Directors:

Board of Directors have confirmed that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

J. Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:

No Independent Director has resigned before expiry of his/her tenure.

**3. Board Level Committees**

The Board of Directors of the Company has constituted various committees to deal with specific areas which concern the Company. These committees are formed as per the provisions of applicable laws and play an important role in management and governance of the Company. The Board has currently the following committees:

A. Audit Committee

The Company has formed an Audit Committee of the Board of Directors of the Company. The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Listing Regulations. The committee consisted of four non executive Director namely Sh. Dinesh Gogna, Dr. Vijay Asdhir, Dr. (Mrs.) Harbhajan Kaur Bal and Dr. Amrik Singh Sohi. Dr. Vijay Asdhir, an independent non executive director is the Chairman of the Committee. All committee members have requisite experience in the field of finance and are well versed in financial and accounting matters. Mr. Bharat Bhushan Gupta, Chief Financial Officer and Mr. Mukesh Sood, Company Secretary are invitees to the Committee Mr. Mukesh Sood also acts as Secretary to the Audit Committee.

Dr. Amrik Singh Sohi, an Independent Director of the Company has been appointed as member of the Committee on 14.11.2019. The Committee met 4 (four) times during the period April 2019 to March, 2020 i.e. 30.05.2019, 14.08.2019, 14.11.2019 & 14.02.2020 and the attendance of each member is as under:

Name of the Members	Status	Category	No. of Meetings Held	No. of Meetings Attended
Sh. Dinesh Gogna	Member	Non-Executive Director	4	4
Dr. Vijay Asdhir	Chairman	Independent Non-Executive Director	4	2
Dr. (Mrs.) Harbhajan Kaur Bal	Member	Independent Non-Executive Director	4	4
Dr. Amrik Singh Sohi	Member	Independent Non-Executive Director	2	1

Terms of Reference:

The Audit Committee inter alia review the financial reporting system, internal control system, discussion on quarterly, half yearly and annual financial results, interaction with statutory, internal and cost auditors and recommendation for the appointment and remuneration of statutory, internal and cost auditors, Management Discussions and Analysis, review of Internal Audit Reports, Related Party Transactions and carrying out any other functions as is mentioned in the terms of reference of the Audit Committee as per Companies Act, 2013 and Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice. The Audit Committee also oversees and reviews the functioning of Vigil Mechanism/ Whistle Blower Policy.

B. Nomination and Remuneration Committee

The composition of Nomination and Remuneration Committee of the Company is as per the provisions of section 178 of the Companies Act, 2013 and Listing Regulations. The Committee consisted of three independent non executive directors namely Dr. Vijay Asdhir as Chairman, Sh. Suresh Kumar Singla and Dr. (Mrs.) Harbhajan Kaur Bal as members. The Committee met on 14.08.2019 in the Financial year 2019-20 and all the members were present in the meeting.

The role of Nomination and Remuneration Committee is:

- to determine/ recommend the criteria for appointment and remuneration of Executive, Non-Executive and Independent Directors to the Board;
- to determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- to formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;
- and other matters as provided under Companies Act, 2013 and Listing Regulations.

C. Stakeholders Relationship Committee

The composition of Stakeholders Relationship Committee of the Company is as per the provisions of section 178 of the Companies Act, 2013 and Listing Regulations. The Committee reviews redressal of shareholders and investors complaints like non receipt of dividend on shares, non receipt of shares whether in demat or physical form, non receipt of annual report etc., besides complaints received from SEBI, Stock Exchanges, Court and various investor forums.



The Committee also oversees the performance of Registrar and Transfer Agent i.e. Alankit Assignment Limited. The Stakeholder's Relationship Committee consisted of directors namely Sh. Kamal Oswal, Sh. Dinesh Gogna, Dr. Vijay Asdhir and Sh. Suresh Kumar Singla. The Committee met 4 (four) times during the period April 2019 to March, 2020 i.e. 30.05.2019, 14.08.2019, 14.11.2019 & 14.02.2020 in the financial year 2019-20 and the attendance of each member

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Sh. Kamal Oswal	Member	4	3
Sh. Dinesh Gogna	Chairman	4	4
Dr. Vijay Asdhir	Member	4	2
Sh. Suresh Kumar Singla	Member	4	4

Status of Shareholder's queries/grievance

Nature of Complaints	Pending at the beginning of the year	Received and redressed during the year	Pending at the end of the year
Status of Shareholder's queries/grievance	Nil	60	Nil

D. CSR Committee

The Company has constituted a CSR committee pursuant to the requirements of section 135 of the Companies Act, 2013. Presently the committee consisting of Sh. Kamal Oswal, Chairman, Sh. Dinesh Gogna and Sh. Suresh Kumar Singla as members. The Board has approved a policy on Corporate Social Responsibility which is available at the official website of the Company. Information regarding CSR is mentioned in the Director's Report.

4. General Body Meeting

The details of the last three Annual General Meetings are as under:

Financial Year	Location	Date	Time	No. of Special Resolutions
2016-17	Registered Office	29.09.2017	10.00 A.M.	4
2017-18	Registered Office	28.09.2018	10.00 A.M.	4
2018-19	Registered Office	30.09.2019	10.00 A.M.	6

No special resolution was passed during the year through postal ballot.

5. The Company's quarterly results and annual results are approved and taken on record by the Board within the prescribed time and sent immediately to BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE). These results are published in leading newspapers i.e. Financial Express (English) and Desh Sewak (Punjabi). These results are also posted on the Company's website at www.ownahar.com. The shareholding pattern and all other corporate communication are intimated to stock exchanges, well in time. The information is also filed electronically with NSE through NEAPS Portal and BSE electronic listing portal. A separate dedicated section under the tab "Investor Relations" has been created at the Company's website which gives the information on compliances with the stock exchanges and other relevant information of interest to the investors/ public. Various Policies & Codes as required to be posted at the Company's website as per the requirements of applicable laws are available under the section of "Policies and Codes".

6. General Shareholder's Information

- | | |
|--|--|
| i. Annual General Meeting
Day, Date, Time and Venue | Wednesday, the 30th day of September, 2020 at 11.45 A.M.
through Video Conferencing ("VC") / Other Audio Visual
Means ("OAVM") |
| ii. Financial Year
Financial Results for the financial year 2019-20
will be announced tentatively in :-
July-August, 2020
October-November, 2020
January-February, 2021
April-May 2021 | April to March

First Quarter Results
Second Quarter Results
Third Quarter Results
Fourth quarter & Annual audited results. |
| iii. Book Closure | 24.09.2020 to 30.09.2020 (both days inclusive). |
| iv. Dividend | The Board of Directors has not recommended any dividend
for the financial year ended 31.03.2020. |

**Unclaimed Dividend**

The Company had paid dividend @ 10% on equity shares of the Company for the financial year 2012-13, 2013-14, 2015-16 & 2016-17. Members who have not claimed the dividend for the aforesaid period may approach to the Share Department of the Company.

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid dividend account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company to the Investor Education Protection Fund (the IEPF) a fund established under sub section (1) of section 125. The details of unclaimed / unpaid dividend are available on the website of the Company viz www.owmnahar.com

Unpaid/unclaimed dividend pertaining to the financial year 2012-13 is due to be transferred in the financial year 2020-21.

Details of Unpaid/Unclaimed dividend:

Financial Year	Due date
2012-13	05.11.2020
2013-14	30.10.2021
2015-16	05.11.2023
2016-17	02.11.2024

Mandatory Transmission of Shares to Demat Account of Investor Education and Protection Fund Authority (IEPFA)

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education Protection Authority (IEPFA).

Upon transmission of such shares, all benefits (like bonus shares etc.) if any, accruing on such shares shall also be credited to such Demat account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The list of members whose shares have been transmitted to IEPF Authority is displayed on the website of the Company at weblink: http://www.owmnahar.com/nahar_ie/transfer-of-equity-shares.php

Shares which are transmitted to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

v. Listing on Stock Exchange

The equity shares of the Company are listed at:

1. BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
2. National Stock Exchange of India Ltd. (NSE), Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051

Annual Listing Fees for the financial year 2020-21 has already paid to both the stock exchanges.

vi. Stock Code

BSE – 519136, NSE – NAHARINDUS, ISIN- INE289A01011



vii. **Distribution of Shareholding as on 31.03.2020**

No. of Shares held	No. of Shareholders	% of shareholders	Aggregate Shares held	% of Shareholding
1-500	50741	96.08	3897423	9.78
501-1000	1115	2.11	836472	2.10
1001-2000	476	0.90	713415	1.79
2001-3000	156	0.29	397835	1.00
3001-4000	67	0.13	240421	0.60
4001-5000	49	0.09	225672	0.57
5001-10000	86	0.17	616504	1.55
10001 & above	119	0.23	32907399	82.61
Total	52809	100.00	39835141	100.00

viii. **Shareholding Pattern as on 31.03.2020**

Shares held by	No. of Shares	% of shareholding
Promoters	27413178	68.82
Mutual Funds & UTI	13173	0.03
Bank & Financial Institutions	369	0.00
Insurance Companies	169463	0.43
Foreign Holding (NRIs)	221827	0.56
Private Bodies Corporate (Others)	377243	0.95
IEPF Authority	1299512	3.26
Indian Public	10340376	25.95
Total	39835141	100.00

ix. **Dematerialisation of Shares**

As on 31.03.2020, 95.05% of equity share capital is held in dematerialized form under **ISIN-INE289A01011**.

x. **Outstanding GDRs/ADRs/Warrants/Options or any other convertible instruments**

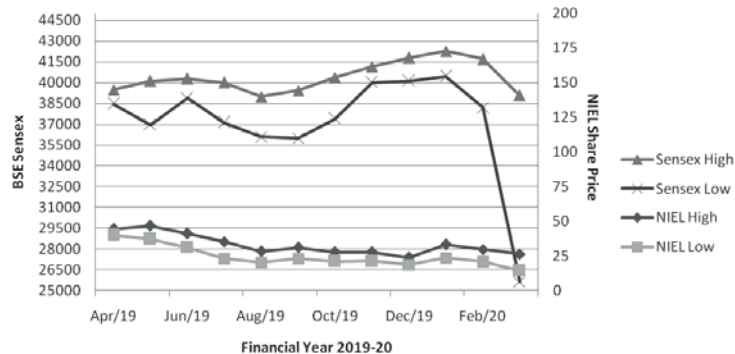
The Company has not issued any GDRs/ADRs/Warrants during the year.

xi. **Stock Market Data**

Month	NSE		BSE	
	High	Low	High	Low
April-2019	43.95	40.35	44.60	40.10
May-2019	42.20	37.25	44.80	37.20
June-2019	41.00	32.15	41.00	31.00
July-2019	34.35	25.00	35.25	23.00
August-2019	28.05	22.00	28.35	20.35
September-2019	30.50	22.05	31.00	23.10
October-2019	26.70	21.40	27.80	21.05
November-2019	28.00	22.10	27.80	21.25
December-2019	23.90	19.20	23.80	18.50
January-2020	31.85	23.00	33.40	23.50
February-2020	29.60	22.85	29.65	20.70
March-2020	25.90	14.65	26.35	14.40

Source: The aforesaid information has been downloaded from the websites of NSE and BSE. The Company has no other source for verification of data.

xii. **Stock Performance vis-à-vis Index**



**xiii. Investor Correspondence**

Investor correspondence should be addressed to:

Registrar & Share Transfer Agent

Alankit Assignments Ltd.
Alankit Heights, 1E/13, Jhandewalan Extension,
New Delhi 110055
Phone: 011-4254 1234
Fax No.: 011-42541201, 23552001
E-mail: rta@alankit.com

Company Secretary

Nahar Industrial Enterprises Ltd.
Regd. Office: Focal Point, Ludhiana – 141010
Phone : 0161-2672590-591
Fax No.: 0161-2674072
Email: msood@owmnahar.com
share@owmnahar.com

xiv. Share Transfer System

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 01, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

As required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015, a certificate is obtained every six months from a Practicing Company Secretary within one month from the end of each half of financial year certifying that all certificates has been issued within 15 days of their lodgment for transfer, transmission, transposition, sub-division, consolidation, renewal and exchange or endorsement. The certificate is forwarded to BSE and NSE where the Equity Shares of the Company are listed.

xv. Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in case of demat shares is also available with the Depository Participant as per the bye-laws and business rules of NSDL & CDSL.

xvi. Service of Documents through electronic mode

As a part of Green initiative, the Company sends documents such as Notice of the General Meeting, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of the shareholders. To support this green initiative in full measure, shareholders are requested to register/ update their latest e-mail addresses with their Depository Participants (DP) with whom they are having demat Accounts or send the same to the Company via e-mail at: msood@owmnahar.com or share@owmnahar.com

xvii. Plant Locations

- i) Nahar Industrial Enterprises Ltd. (Unit: Arham Spinning Mills) Vill. Udaipur/Khijuriwas, Bhiwadi, Dist. Alwar (Rajasthan)
- ii) Nahar Industrial Enterprises Ltd. (Spinning Unit-I, II, IV) Vill. Jalalpur, Chandigarh-Ambala Road, Lalru, Distt. Mohali (Punjab).
- iii) Nahar Industrial Enterprises Ltd. (Fabrics Unit) Village Jalalpur, Chandigarh-Ambala Road, Lalru, Distt. Mohali (Punjab)
- iv) Nahar Industrial Enterprises Ltd. (New Process & Dyeing) Village Jalalpur, Chandigarh-Ambala Road, Lalru, Dist. Mohali (Punjab)
- v) Nahar Industrial Enterprises Ltd. (Unit: Sambhav Spinning Mills) Industrial Focal Point, Phase VIII, Mundian Kalan, Distt. Ludhiana (Punjab)
- vi) Nahar Industrial Enterprises Ltd. (Unit: Nahar Sugar) Village Salana Jeon Singh Wala, Tehsil Amloh, Distt. Fatehgarh Sahib (Punjab)

7. Disclosures**i. Nomination and Remuneration Policy****Introduction**

The Nomination and Remuneration Policy (the "Policy") of Nahar Industrial Enterprises Limited (the "Company") has been formulated in compliance of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred as "Listing Regulations". The policy deals with appointment and remuneration of Directors, Key Managerial Personnel and Senior Management. The Policy has been recommended by the Nomination and Remuneration Committee (the "Committee") and approved by the Board of Directors (the "Board") of the Company.

Purpose of the Policy

The purpose of the policy is to



- i. lay down the criteria to identify persons who are qualified to become directors and who may be appointed in senior management and key managerial personnel and to determine their remuneration
- ii. evaluate the performance of each director, Board and its committees
- iii. formulate the criteria for determining qualifications, positive attributes and independence of a director
- iv. devise a policy on diversity of Board of Directors

Appointment Policy

The Company recognizes the benefits of having a diverse Board as an essential element in maintaining a competitive advantage in the business in which it operates. In this process the Nomination and Remuneration Committee/ Board will take into consideration person of eminence, standing and knowledge with significant achievements in business, professions or public service; their financial or business literacy; other appropriate qualification or experience to meet the objectives of the Company; and as per the provisions of the Companies Act, 2013, rules made thereunder and the Listing Regulations.

Directors including independent director shall be a person, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; perform his duties and responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices. An Independent director should meet the requirements of the Companies Act, 2013 and Listing Regulations concerning independence of directors.

The Nomination and Remuneration Committee also recommend the appointment of Key Managerial Personnel and Senior Management. While selecting and recommending any candidate at this position, the Committee takes in to consideration the merits, qualification, experience, expertise his ability to effectively discharge their duties and responsibilities.

Remuneration Policy

The remuneration package of the Company ensures that:

- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.
- ii. the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii. the balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Board on the recommendation of the Committee reviews and approve the remuneration payable to the Managing Director/ Whole-time Director and Key Managerial Personnel. The Board and the Committee considers the provisions of the Companies Act, 2013, the limits approved by the shareholders and the individual and corporate performance in recommending and approving the remuneration to the Managing Director/ Whole-time Director and Key Managerial Personnel.

The Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing/ Whole-time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

The remuneration/ sitting fees, as the case may be, to the Non-Executive Directors/ Independent Directors, shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force or as may be decided by the Committee/ Board/ Shareholders. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and Listing Regulations, as amended from time to time.

Review and Amendment

The Committee or the Board may review the policy as and when it deems to be necessary. Any subsequent amendment/ modification in the Listing Regulations and/ or other applicable laws in this regard shall be applicable to this Policy.

ii. Accounting Treatment in Preparation of Financial Statements

The Company has adopted Indian Accounting Standards (Ind AS) and accordingly, the financial statements have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 as prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under and the other accounting principles generally accepted in India. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

iii. Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Listing Regulations during the financial year were in the ordinary course of business and are at arm's length basis. These transactions were entered into as per the Company's Policy on Related Party Transactions. The company's policy on Related Party Transactions is



available at the company's weblink at www.owmnahar.com/nahar_ie/pdf. As required by the Indian Accounting Standard (Ind As) the details of related party transactions are given in Note No. 38 of the notes to Financial Statement.

iv. Details of non compliance by the Company

NIEL has complied with all the mandatory requirements of the Corporate Governance. No penalties/stricture was imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

v. Whistle Blower Policy/ Vigil Mechanism

The Board has adopted a Whistle Blower Policy/ Vigil Mechanism as per Listing Regulations and section 177 of the Companies Act, 2013, to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct. The Company's Vigil Mechanism/ Whistle Blower Policy is available at its official weblink at www.owmnahar.com/nahar_ie/pdf/Vigil_Mechanism_NIEL.pdf. The mechanism provides adequate safeguards against the victimisation of whistle blower and none of the personnel of the company has been denied access to the Audit Committee.

vi. Policy to Determine Material Subsidiary

The Company does not have any subsidiary as defined under Listing Regulations.

vii. Compliance with Corporate Governance

The Company is fully compliant with the applicable mandatory requirements of Listing Regulations and also partial compliant of non mandatory requirements. The Company may also take up the non mandatory requirements of Part E of Schedule II of Listing Regulations in due course of time.

viii. Certificate from Practicing Company Secretary:

The Company has obtained a certificate from P S Bathla, Practicing Company Secretary, Membership no. FCS 4391 and CP No. 2585, that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

ix. Disclosure In Relation Of Sexual Harassment Of Women At Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The details of complaints are as under:

No. of complaints filed during the financial year	: Nil
No. of complaints disposed off during the financial year	: Nil
No. of complaint pending as on end of the financial year	: Nil

x. Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- Number of shareholders to whom shares were transferred from suspense account during the year: Nil
- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

All the shares of the Company has already been allotted to the eligible allottees, hence there is no demat suspense account/ unclaimed suspense account.

For and on behalf of the Board of Directors

**Place : Ludhiana
Dated : 14th August, 2020**

**Jawahar Lal Oswal
(DIN: 00463866)
Chairman**

**CEO/CFO CERTIFICATION**

As required by Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we have certified to the Board that for the financial year ended 31st March, 2020 the Company has complied with the requirements stated thereunder.

For Nahar Industrial Enterprises Limited

**Place : Ludhiana
Dated: 30.06.2020**

**Kamal Oswal
(DIN: 00493213)
Vice Chairman-cum-Managing Director**

**Bharat Bhushan Gupta
Chief Financial Officer**

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE
(Pursuant to Clause 10 of Part C of Schedule V of SEBI (LODR) Regulations, 2015)

To
The Members
M/s. Nahar Industrial Enterprises Ltd.
Ludhiana.

I have examined the relevant records of **M/s. NAHAR INDUSTRIAL ENTERPRISES LTD** for the purpose of certifying compliance of requirements in Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2020.

In my opinion, to the best of my knowledge and belief, according to the explanations and information furnished to me and based on the written representation / declaration received from the Directors and taken on record by the Board of Directors, I certify that, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies, by the SEBI / Ministry of Company Affairs or any such statutory authority.

**For P S Bathla & Associates
Company Secretaries**

**Place: Ludhiana
Date : 14th August, 2020**

**P.S. Bathla
Proprietor
C.P No. 2585
F00431B000575566**

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER
PART E OF SCHEDULE V OF SEBI (LISTING AND OBLIGATIONS DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

To,

The Members of
Nahar Industrial Enterprises Limited

We have examined the compliance of regulations of Corporate Governance by Nahar Industrial Enterprises Limited ("the Company") for the year ended on 31st March 2020, as stipulated in Regulation 17 to 27 and Clause (b) to (i) of the Regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management's Responsibility:

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

Auditor's Responsibility:

Our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company for ensuring compliance with the condition of the Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in para C and D Schedule V of the above mentioned Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted affairs of the Company.

**For K R Aggarwal & Associates
Chartered Accountants
FRN: 030088N**

**Place : Ludhiana
Dated : 14th August, 2020**

**(VIVEK ANEJA)
PARTNER
M. No. : 544757
UDIN No.: 20544757AAAABC1200**



Management Discussion and Analysis Report 2020

Overview of the Economy

The Global trade environment remained challenging during 2019 due to heightened US-China trade disputes, a slowdown in the global manufacturing sector, weak growth coming out of some of the largest global economies, protectionist policy and rising USA-Iran geo-political tensions. The global economy grew at 2.9% in CY 2019 as compared to 3.6% in 2018.

India's Gross Domestic Product (GDP) growth also correlates with the growth of global output. India's growth for FY2019-20 was 4.2% as against 6.1% in the previous year. The World Health Organization (WHO) on 11th March, 2020 declared COVID-19 novel virus a pandemic. The Government of India imposed nationwide lockdown in phases to restrict the spread of pandemic, which heavily halted the economic activities. The severe disruption of economic activities had badly affected the recovery in the Indian economy. The World Bank and other International rating agencies forecasted a contraction in growth rate of Indian economy in FY 2020-21, the first such instance of de-growth in decades. (Source: World Economic Outlook, April 2020, Economic Times)

Industry Structure/Development (Textiles)

The Indian textile industry is one of the largest in the world with a large unmatched raw material base and manufacturing strength across the value chain. The uniqueness of the industry lies in its strength both in the hand-woven sector as well as in the capital intensive mill sector. The mill sector is the second largest in the world. Traditional sectors like handloom, handicrafts and small scale power-loom units are the biggest source of employment for millions of people in rural and semi urban area. The textile industry contributes 7% of industry output in value terms, 2% of India's GDP and to 15% of the country's export earnings. The textile industry is one of the largest sources of employment generation in the country with over 45 million people employed directly, and another 6 crore people in allied sectors, including a large number of women and rural population. The sector has perfect alignment with Government's key initiatives of Make in India, Skill India, Women Empowerment and Rural Youth Employment (Source: Annual Report 2018-19, Ministry of Textiles, Government of India).

The Government of India has taken several measures from time to time to strengthen the textile industry, to build the best manufacturing infrastructure, upgradation of technology and enhancing skills. Amended Technology Upgradation Fund Scheme (A-TUFS), scheme is estimated to enable investments worth Rs 95,000 crore and create more employment by 2022. The Government of India announced special package to boost exports by US \$ 31 billion, create

more job opportunity and attract investments during 2018-20. The Government of India has approved a skill development scheme named 'Scheme for capacity Building in Textile sector with an outlay of Rs. 1300 crore from 2017-18 to 2019-20. New Textiles Policy is expected to be released during 2020 by the Ministry of Textiles. (Source: IBEF).

Management perception of Concerns/Threat/ Risk

The Global production of cotton in 2019/20 is expected to 121.3 million bales, 2.3 percent higher from the previous year. The US and India recorded higher production whereas Australia and Pakistan witnessed downward trend. India's 2019/20 production is estimated at 29.5 million bales, up more than 14 percent from the preceding year on higher harvested area and yields. The harvested area is estimated at 13.0 million hectares, up 3.2 percent. As a result, India surpassed China as the world's largest producer of cotton despite some reports of pink bollworm infestations and late-season monsoon rainfall. India's 2019/20 yield is estimated at 494 kg/hectare as compared to 480 kg/hectare of previous season. (Source: Cotton outlook www.usda.gov/oce/forum. Availability of raw cotton at reasonable prices is crucial for the textile industry. The volatility in prices of cotton erodes the level playing field in global market scenario, which can affect the performance of Industry. Cotton being an agriculture produce, the government has a role in its sale. The Cotton price remained firm in India in the current year. Costly raw material affected the performance of the spinning mills. India is the largest supplier of raw Cotton to China; it had affected India's cotton sale to China also.

The Textile industry is passing through a difficult phase of uncertainties and the textile business continues to be challenged by various factors. The heightened trade war between US and China had an adverse impact on Indian textile industries too. The US had imposed tariffs on China's apparel exports to the US. This has created a slowdown in China's apparel market. The Indian domestic cotton spinning industry is highly dependent on exports particularly to China, with around 30 percent of the cotton yarn produced in the country being exported to China and China accounting for nearly one-third of the exports in recent years. Export of yarn from India had shrunk significantly in first three quarters of FY 2019-20. (Source: business standard).

COVID-19 and the associated lockdowns across countries have triggered a unusual crisis for the economy and the society in 2020. The Governments in several countries have imposed stringent lockdown in a bid to contain the spread of the disease. It had disrupted demand and supply chains, negatively impacting the business of companies.



This has eventually forced the Industry to reduce production capacities across the nation. The subdued and declining demand for textile products both in domestic and export markets on account of pandemic come as a double blow for textile companies which were already under severe stress. The yarn that was not exported became a surplus quantity and finds its position by overflowing in domestic market. Liquidity crunch prevails in the Indian market which transforms pressure on the companies.

Demand & Supply chain in Indian Textile Industry also one of the main reason for un-competitiveness in the last few years. Demand-Supply gap steadily increased and inventory of finished goods keep on increasing, resultantly working capital locked in the form of unsold goods. It had an adverse impact on the entire value chain. The textile industry is labour intensive in nature and with most labourers headed to their hometowns during lock down; textile industry could face challenges to operate even at low capacities.

The Indian textile and apparel industry has been adversely impacted in the short to mid-term due to pandemic, the accompanying lockdowns and lower consumer spends. Growth in the textile sector largely depends on consumer spending and multiple factors are affecting consumer spending like actual and perceived economic conditions, disposable income and employment. The textile sector is reeling under liquidity, cost pressure, unprecedented damage caused by pandemic and the expected contraction in global output in FY 2020-21 weigh heavily on the growth outlook. Taking into account India's position as a preferred destination for sourcing textile and apparel products by leading brands worldwide, Indian textile and apparel industry impacted with deferment and cancellation of contracts/orders.

Indian textile industry faces competition from countries like Bangladesh, which have competitive manufacturing costs and enjoy duty-free access to major textiles and apparel markets like the European Union (EU). Cheaper Imports of Yarn & Fabrics from Bangladesh, Sri Lanka, and Vietnam makes jeopardy in Indian Textile industry. Besides, risk of Inflation and Currency fluctuation are other risk faced by the Industry. A sharp slowdown in economic growth and a surge in inflation in FY19 weighed on the country's currency rate; the Indian rupee emerged as one of the worst performers among Asian peers. Retail inflation climbed to a six-year high of 7.35% in December 2019. Geo-political tensions between India and China in recent months is another cause for worry for the Indian industry. (Source: Business standard)

COVID-19 pandemic

Pursuant to the outbreak of Covid-19 worldwide, the Government of India declared countrywide lockdown on March 24, 2020 which led to the temporary closure of some

operations of the Company and has impacted the overall business operations of the Company. The Company has adopted all the necessary measures to curb the spread of infection in order to protect the health and well being of employees and ensured business continuity to the extent possible with minimal disruption. Considering that the situation is unprecedented and is changing dynamically, the company is planning production based on its estimate of demand. The Company has experienced lot of cancellations and re-negotiation in its order/contracts.

The COVID-19 pandemic and the consequent lockdown restrictions imposed by national Governments has impacted business not only in India but all over the world. The Company could not remain immune to the adverse conditions. It has an impact on the inventory carried by the company. However the Company is confident that it has adequate resources to meet its liquidity needs. The Company's ability to service its debts and financing obligations on time remains unaffected. In line with the Government's safety and security norms from covid-19, the company's factories are now partially operational with a limited workforce. The Company is trying to ramp up the capacity further as early as possible. The Company is dealing with challenging times and continuous efforts are being made to face the challenges ahead. The Company has implemented stringent cost control measures across the organization to conserve cash to address any evolving situation resulting from the pandemic. The Company is hopeful to sustain normal growth without any significant capex.

The company has successfully developed a fabric that can help fight against Corona virus (Covid-19) as well as other viruses like Influenza A, bird flu, norovirus etc. On this specifically treated fabrics over 99.99 % of virus load is reduced in 30 minutes as per an ISO 18184:2019 test. This fabric is protected from all kind of viruses and bacteria. It is wash durable, soft and absolutely safe to the skin. This fabric can be used to make garments, medical gowns, masks and other personal protective clothing (PPE).

Opportunities and Outlook

The global textile and apparel industry has undergone enormous changes over the years, witnessing multiple shifts in consumption and also significant changes in manufacturing pattern. Major part of the industry over the years has moved away from the US and EU countries towards China, South and South-East Asia because of the abundance of raw materials and cheap labour. India and China have a strong textile manufacturing base, both emerging as sourcing and consuming nations. Presently, China holds the largest share in textile and apparel global trade but increasing labour and energy costs are eroding China's competitive advantage to some extent. The global apparel manufacturers are finding Bangladesh, Vietnam and India equally attractive destinations.



India emerged as the fifth-largest world economy in 2019 with a gross domestic product (GDP) of \$2.94 trillion. India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking. Prime Minister has underlined the need for an Atmanirbhar Bharat (a self-reliant India) and announced a Rupees Twenty lakh crore fiscal package to accelerate economy and lift the sentiments. Significant monetary and liquidity measures taken by the Reserve Bank and fiscal measures by the government would mitigate the adverse impact on domestic demand and help spur economic activity once normalcy is restored. Rapid urbanization, a high disposable income of the Indian households and a favourable demographic coupled with an aspiration based purchasing pattern is key drivers for the industry.

The short to medium term outlook is cautious and there is a lot of uncertainty around the COVID-19 crisis. The outcome depends largely on the duration of the outbreak and the effectiveness of the policy responses. It is expected that domestic demand could revive in third quarter of FY21 with the onset of festive season and reopening of fully retail spaces. Export demand would fairly depend on recoup of major economies. The World Bank projected that the Indian economy is expected to bounce back in 2021.

It is difficult period for industry, we expect that Government will support the textile and apparel industry in the form of favourable Textile policies, incentives and other benefits which are of paramount importance for the future growth of the industry. Presently Industry is surrounded by new and unprecedented challenges and let's hopes the team work of Private and Government initiatives will convert these challenges into Opportunities. Your Company remains focused on navigating steadily and safely through the turbulent short to medium term business environment, while being prepared to ride the eventual post-COVID recovery.

Industry structure/Development (Sugar)

Indian Sugar Industry is the back bone of rural economy. It is estimated that about 7.5% of the rural population in India is involved with the sugar industry. Sugar is the second largest Agro based industry supporting over 50 million farmers along with indirect employment to rural population. Sugarcane is the cash crop and its cultivation plays a vital role towards socio-economic development of farmers through income and employment generation. The Indian sugar industry plays a significant role in the global sugar market, being the world's second largest sugar producer after Brazil. India is the largest consumer of sugar in the world. Indian Sugar Industry is highly fragmented with private sector, Government undertakings, Co-operatives, and unorganized players. The crushing period varies from region to region beginning in October/ November and goes on till April/ May in all states except in southern states where

it continue further depending upon the availability of sugar cane. Sugar industry has been passing through the challenging times over the past few years. The Central Government has made supportive measures from time to time to address the issues of sugar industry which includes;

- Continuation of monthly Quota release mechanism so as to regulate and moderate the availability of sugar in the market.
- Notified the 'Scheme for creation and maintenance of Buffer Stock' of 40 lakh MT of sugar for one year from 01.08.19 to 31.07.20. Interest cost, insurance and storage costs on buffer stock are reimbursed by Govt.
- In September 2019, the Central Government, with a view to facilitate export of sugar during the sugar season 2019-20 (1st October, 2019 to September, 2020) thereby improving the liquidity position of sugar mills notifies the Scheme for providing assistance to sugar mills for expenses on marketing costs including handling, upgrading and other processing costs and costs of international and internal transport and freight charges on export of sugar. The Government set an export target of 60 Lakhs tons and allocated sugar factory-wise Maximum Admissible Export Quota (MAEQ) backed by a lump sum assistance of Rs 10,448 / ton.
- Raised the Minimum Sale Price for sugar from 29/ kg to 31/ kg in Feb'19 that continues.GOM has further recommend hike in Sugar MSP to Rs 33/-kg.

Management perception of Risk/Concern/Threat

The Indian sugar industry, a significant player in the national economy had faced many challenges in the course of its journey. The threat posed by the growing COVID-19, has been the most recent one and it is impacting the stakeholders of sugar and its integrated industries, not only in India but all over the world. The World Health Organisation (WHO) declared 'COVID-19', a Global Pandemic. The Government of India prescribed several preventive measures to control the spread of COVID -19, including a complete lockdown for the entire country which caused substantial adverse effect on demand for sugar for this period. Due to the COVID-19 lockdown, a significant impact is on the sugar consumption. There is drastic decline in demand for sugar from the bulk consumers as the production of commodities like ice cream/cold drinks/confectionery/sweets decreased to larger extent as compared to earlier years. Sugar supplies to the aerated and non-aerated beverages manufacturers is greatly reduced as they have suspended operations in bottling plants during the summer time when demand for such beverages is normally high. The hotel, retail and catering market segment, which is one of the largest consumers of sugar, is among the industry's most severely impacted by



the national lockdown as all hotels, restaurants and other miscellaneous food establishments remain closed. The entire value chain of the Indian sugar industry, viz., sugarcane, sugar, molasses, ethanol and their subsequent marketing and export, has been adversely affected from the spillover impacts. This reduced consumption and demand has led to a significant drop in sugar prices globally. Thus, sugar export may not become an attractive proposition for many countries including India. In India, this would lead to an increase in the carryover of sugar stocks.

Sugar is a cyclical business and is largely dependent on climatic factors, demand –supply position and is vulnerable to government policies that influence costs, distribution controls and exports. High political interest in fixing raw material prices and the lack of alignment between cost of main raw material (Sugarcane) and recovered price of processed product (sugar) is the major concern for the sugar industry.

Opportunities and outlook

India has a low per capita consumption of sugar with growing income. The large domestic market provides a strong platform to leverage local production for capturing global market. Due to the ongoing COVID-19 crisis, micro-level planning for identifying the current and future developmental need of the sugar sector is essential. This is imperative so that with the limited resources and adverse climatic conditions, farm and factory productivity could be sustained and stakeholders across the value chain—farmers, millers, retailers and international traders enjoy better results. Many of these impacts may be temporary and the industry might soon find itself bouncing back as in many of the previous occasions. But strategies like increased mechanization in the grower's fields, diversification and ethanol blending, value addition, etc., are here to stay and strengthen, to enable the industry overcome such unforeseen adversities and challenges towards a better sustainability. The sugar mills are gradually transforming into sugar complexes by producing sugar, bio-electricity, bio-ethanol, bio-manure and chemicals.

Segment wise/Financial/Operational performance

The company operates in two segments i.e. Textile and Sugar. Please refer Director's Report on the performance review.

Highlights of the company's Financial/operational performance

Particulars	₹ In lakhs)	
	Current Year	Previous Year
Revenue from operations	157272.70	186616.24
Profit/(Loss) before Tax	(3246.28)	(1752.38)
Profit/(Loss) after Tax	(2469.20)	(2157.52)

Ratios	Current Year	Previous Year	Change (%)
Debtor turnover ratio	7.73	7.71	0.25
Inventory turnover ratio	0.38	0.35	8.57
Interest Coverage Ratio	0.50	0.84	(40.48)
Current ratio	1.28	1.28	0.00
Debt equity ratio	0.20	0.33	(39.39)
Operating profit margin (%)	2.05	3.01	(31.89)
Net profit margin (%)	(1.57)	(1.16)	(35.34)
Return on Net Worth	(3.36)	(3.11)	(8.03)

Internal Control System and their Adequacy

The company is having adequate internal financial control systems and procedures which commensurate with the size of the company. The Company is having internal audit department which ensures optimal utilization and protection of company's resources. The internal Auditors monitor and evaluate the efficiency and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and also ensures that the internal control systems are properly followed by all concerned departments of the company. Significant audit observations and corrective actions taken thereon are presented to the Audit committee of the Board.

Material Development in Human resources/Industrial Relation Front

The company is of firm belief that human resources are the driving force that propels a company towards progress and success and the company is committed to the development of its people. Your company is committed towards building a safe work place with underling safe work practice. The total employee's strength was 9334 as on 31/03/2020. The industrial relations were cordial and satisfactory.

Cautionary Statement

Though the statement and view expressed in the said report are on the basis of certain assumptions and best judgment but actual results could differ from whatever is stated in the report. Important factors that could make a difference to the Company's operation include global demand-supply conditions, finished goods prices, raw material cost and availability, changes in government regulations and tax structure, economic development within India and the Countries with which the Company has business. The Company assumes no responsibility in respect of forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

For and on behalf of the Board of Directors

<p>Place: Ludhiana Dated: 14th August, 2020</p>	<p>Jawahar Lal Oswal (DIN: 00463866) Chairman</p>
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Independent Auditor's Report

**To The Members of
Nahar Industrial Enterprises Limited**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of Nahar Industrial Enterprises Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis Of Matters

We draw attention to note no 33 of the standalone financial Statements, which describe the uncertainties and the impact of COVID -19 pandemic on the company's operations and results as assessed by management. 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 Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have not come across with any key audit matter during the audit.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors Report, including annexure thereto, Report on Corporate Governance and Management Discussion & Analysis Report, but does not include the Consolidated and Standalone Ind AS

financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and the cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the



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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS 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 section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, based on our audit 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 purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act
 - e. On the basis of written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

We Report, that the managerial Remuneration for the year ended March 31st, 2020 has been paid to its directors in accordance with provision of section 197 and schedule v to the act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements.
 - ii. The Company do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For K R Aggarwal & Associates
Chartered Accountants
FRN NO:-030088N

Vivek Aneja
Partner

Place : Ludhiana
Dated: 30th June, 2020

M.NO.544757
UDIN NO -20544757AAAAAU9438



"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has 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, the title deeds of immovable properties are held in the name of the company except for Land measuring 66.11 acres situated at village Jalalpur, chd-ambala road, Lalru district Mohali .
- ii. According to information and explanations given, the management has conducted the physical verification of inventory at reasonable intervals and no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted loans, or given guarantees and security. So the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable. However, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the investments made.
- v. The Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014 with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the sub section (1) of section 148 of the Companies Act, specified by the Central Government and are of the opinion that prima facie the prescribed records have been maintained. We have, however not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.

- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Employees' State Insurance and Value Added Tax which have not been deposited as at 31st March, 2020 (excluding amount deposited under protest) on account of dispute are given below:

Name of the Statute	Nature of the dues	Amount (₹ in Lacs)	Forum where dispute is pending
Punjab VAT Act, 2005	Sales Tax demand	20.99	DETC Appeal, Ludhiana
	Sales Tax demand	36.75	Sales Tax Tribunal, Chandigarh
The Central Excise Act, 1944	Excise Duty Demand	303.31	Commissioner Appeal, Chandigarh
	Excise Duty Demand	1.17	CESTAT Delhi
	Excise Duty Demand	405.55	Dy. Commissioner, Alwar
Finance Act, 1994	Service Tax Demand	10.09	Dy. Commissioner, Ludhiana
	Service Tax Demand	9.27	The Supreme Court of India
	Service Tax Demand	5.88	CESTAT, Jaipur
	Service Tax Demand	27.86	Joint Commissioner, Jaipur
The Income Tax Act 1961	Income Tax Demand	1,288.62	CIT (Appeals), Ludhiana
	ESI Demand	29.98	Civil Judge (Sr. Div.) ESI Court, Ludhiana

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions and government. The company did not have any outstanding debentures during the year.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised monies by way of initial public offer or further public offer including debt instruments during the year. Term Loans have been applied by the company for the purposes for which they were raised.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given to us by the management, the remuneration paid by the Company to its Managing Director for year ended 31st March, 2020 is in accordance with requisite approvals mandated by the provision of section 197 read with schedule v to the act.
- xii. The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii. Based upon the audit procedures performed and the information and explanations given by the management, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information and explanations given to us, the Company has made private placement of preference shares



during the year under review.

In respect of the above issue, we further report that:

- a) the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and
- b) the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.

The Company has not made any preferential allotment of shares or fully or partly convertible debentures during the year.

- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or

persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For K R Aggarwal & Associates
Chartered Accountants
FRN NO:-030088N

Vivek Aneja
Partner

Place : Ludhiana
Dated: 30th June, 2020

M.NO.544757
UDIN NO -20544757AAAAAU9438

**“Annexure B” to the Independent Auditor's Report
(Referred to in Paragraph 2(f) under 'Report on Other Legal and Regulatory Requirement'
section of our report of even date)**

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

We have audited the internal financial controls over financial reporting of Nahar Industrial Enterprises Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the Standalone 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 control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For K R Aggarwal & Associates
Chartered Accountants
FRN NO:-030088N

Vivek Aneja
Partner

Place : Ludhiana
Dated: 30th June, 2020

M.NO.544757
UDIN NO -20544757AAAAAU9438



BALANCE SHEET AS AT 31st March, 2020

Particulars	Note No.	As At 31 st March, 2020 (₹ in Lacs)	As At 31 st March, 2019 (₹ in Lacs)
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	3	52,610.10	56,736.12
b) Capital work in progress		1,719.32	2,404.21
c) Investment Property	4	3,623.23	1,547.72
d) Other Intangible assets	5	--	--
e) Financial Assets			
i) Investments	6a	8,024.11	8,151.99
ii) Loans	6b	1,400.12	1,326.27
f) Other non current assets	7	40.63	154.17
Total Non-Current Assets		67,417.51	70,320.48
Current Assets			
a) Inventories	8	59,387.59	65,896.10
b) Financial Assets			
i) Trade receivable	9a	20,355.40	24,196.08
ii) Cash and cash equivalents	9b	61.76	65.65
iii) Other bank balances	9c	194.37	108.85
iv) Loans	9d	54.92	59.02
v) Other Financial assets	9e	2,979.41	2,808.65
c) Current Tax Assets (Net)	10	260.68	180.41
d) Other Current Assets	11	13,382.44	14,338.21
Total Current Assets		96,676.57	107,652.97
TOTAL ASSETS		164,094.08	177,973.45
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	12	4,003.42	4,003.42
b) Other Equity	13	69,462.67	65,386.61
Total Equity		73,466.09	69,390.03
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	14a	14,392.33	22,959.73
ii) Other Financial Liabilities	14b	177.84	73.17
b) Provisions	15	165.91	573.31
c) Deferred tax liabilities (Net)	16	328.20	978.38
d) Other non-current liabilities	17	76.26	--
Total Non-Current Liabilities		15,140.54	24,584.59
Current Liabilities			
a) Financial Liabilities			
i) Current Borrowings	18a	49,799.65	51,406.82
ii) Trade Payables	18b	14,692.75	17,955.83
iii) Other Financial Liabilities	18c	8,959.30	12,640.69
b) Other Current Liabilities	19	2,033.11	1,988.71
c) Provisions	20	2.64	6.78
Total Current Liabilities		75,487.45	83,998.83
TOTAL EQUITY AND LIABILITIES		164,094.08	177,973.45

The accompanying notes form an integral part of these financial statements 1 to 47

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES

Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2020

Particulars	Note No.	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
INCOME			
Revenue from Operations	21	157,272.70	186,616.24
Other Income	22	1,221.16	1,258.38
Total Revenue		158,493.86	187,874.62
EXPENSES			
Cost of Materials Consumed	23	79,876.36	101,033.80
Purchases of stock-in-trade	24	2,811.38	8,004.63
Change in inventories of Finished Goods, Work-in-Progress and stock in trade	25	7,383.98	312.88
Employee Benefit Expense	26	17,668.47	19,799.57
Finance Costs	27	6,469.41	6,711.84
Depreciation and Amortisation Expense	3,4,5	7,097.98	7,858.34
Other Expenses	28	40,432.56	45,240.93
Total Expenses		161,740.14	188,961.99
Loss Before Exceptional Items and Tax		(3,246.28)	(1,087.37)
Exceptional Items			
Foreign Exchange Hedging Loss (Net of Premium Receipts)		--	665.01
Loss Before Tax		(3,246.28)	(1,752.38)
Tax expense	29		
Deferred tax		(777.08)	405.14
Loss After Tax for the period		(2,469.20)	(2,157.52)
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
i) Re-measurement gains (losses) on defined benefit plans		363.17	385.97
Income tax effect on the above		(126.90)	(134.87)
(ii) Net Gain/(loss) on FVOCI equity instruments		(0.11)	(484.67)
Income tax effect on the above		--	(195.08)
Total Other Comprehensive Income/(Loss)		236.16	(428.65)
Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the year)		(2,233.04)	(2,586.17)
Basic and diluted earnings per equity share (Face value of equity share ₹10 each)	36	(6.20)	(5.42)

The accompanying notes form an integral part of these financial statements **1 to 47**

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES
Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2020

Particulars	2019-20 (₹ in Lacs)	2018-19 (₹ in Lacs)
(A) Cash Flow from Operating Activities		
Net Loss before Tax	(3,246.28)	(1,752.38)
Adjustment for:		
Depreciation	7,097.98	7,858.34
Power & fuel Exp	71.69	13.82
Other Income	(145.43)	(47.74)
Diminution in value of investment	315.38	--
Rent	6.26	6.26
Remeasurement of defined benefit plan	363.17	385.97
Sundry balances written back (Net)	(33.49)	(5.85)
Profit on sale of Property, Plant and Equipment (Net)	(342.27)	(399.93)
Profit on sale of Investment	--	(7.85)
Dividend Received	--	(38.56)
Interest Income	(303.58)	(666.84)
Rent Income	(358.69)	(41.63)
Interest Expense	6,469.41	6,711.84
Foreign Exchange Hedging Loss (Net of Premium Receipts)	--	665.01
Operating Profit before Working Capital Changes	9,894.15	12,680.46
Adjustment for:		
Trade & other receivable	4,497.20	(5,875.30)
Inventories	6,508.51	14,391.97
Trade Payables	(3,571.96)	(630.96)
Cash Generated from operations	17,327.90	20,566.17
Direct Taxes Paid	(80.27)	(274.46)
Net Cash from Operating Activities	17,247.63	20,291.71
(B) Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment (Inc. investment property)	(5,590.49)	(8,507.96)
Sale of Property, Plant and Equipment (Inc. investment property)	1,570.18	808.94
Sale of Investment	--	4,100.00
Dividend Received	--	38.56
Interest Received	303.58	666.84
Rent Income	358.69	41.63
Net cash used in Investing Activities	(3,358.04)	(2,851.99)
(C) Cash Flow from Financing Activities		
Interest Expenses	(6,338.76)	(6,711.84)
Foreign Exchange Hedging Loss (Net of Premium Receipts)	--	(665.01)
Dividend paid	(0.21)	(19.63)
Proceeds from Long Term Borrowings (Net)	(9,828.58)	(10,626.62)
Changes in Working Capital Borrowings	(1,607.18)	(6,079.38)
Issue of Preference Share	3,900.00	6,720.00
Preference Share Issue expenses	(18.75)	(63.75)
Net Cash used in Financing Activities	(13,893.48)	(17,446.23)
Net Change in Cash & Cash Equivalents (A+B+C)	(3.89)	(6.51)
Opening Cash & Cash Equivalents	65.65	72.16
Closing Cash & Cash Equivalents	61.76	65.65

- Notes:**
1. Previous year's figures have been regrouped/rearranged wherever considered necessary, to make them comparable with current year's figures.
 2. Figures in brackets represent deduction.
 3. Refer Note no-45, debt reconciliation as per IndAS-7 "Statement of Cash Flows".

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES

Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



Statement of Changes in Equity for the Year ended 31st March 2020

Particulars	2019-20		2018-19						
	₹ in Lacs)		₹ in Lacs)						
A. Equity Share Capital									
Balance at the beginning of the reporting year		4,003.42		4,003.42					
Changes in Equity Share Capital during the reporting year		–		–					
Balance at the closing of the reporting year		<u>4,003.42</u>		<u>4,003.42</u>					
B. Other Equity									
	Reserve & Surplus								
Particulars	Security Premium	Capital Reserve	Capital Redemption Reserve	Contingent Liability Reserve	Corporate Social Responsibility Reserve	General Reserve	Retained Earnings	Equity Component of compound Financial Instruments (Preference Share)	Total
Balance as at 1st April, 2018 (a)	33,454.08	9,474.86	1,925.00	754.90	68.52	19,961.93	--	--	65,639.29
Loss for the year	--	--	--	--	--	--	(2,157.52)	--	(2,157.52)
Remeasurement gain/(loss) on Defined benefit plan	--	--	--	--	--	--	251.10	--	251.10
Other Comprehensive Income/(Loss)	--	--	--	--	--	--	(679.75)	--	(679.75)
Total Comprehensive Income for the year (b)	--	--	--	--	--	--	(2,586.17)	--	(2,586.17)
CSR Expense / Spent	--	--	--	--	(95.52)	--	--	--	(95.52)
Equity component of preference share	--	--	--	--	--	--	--	2,429.01	2,429.01
Transfer to corporate social responsibility reserve	--	--	--	--	--	--	(110.25)	--	(110.25)
Transfer from contingency liability reserve	--	--	--	--	--	754.90	--	--	754.90
Transfer from Capital redemption reserve	--	--	--	--	--	1,925.00	--	--	1,925.00
Transfer from Capital reserve	--	--	--	--	--	9,474.86	--	--	9,474.86
Transfer from Retained Earning	--	--	--	--	110.25	(2,696.42)	--	--	(2,586.17)
Transfer to General Reserve	--	(9,474.86)	(1,925.00)	(754.90)	--	--	2,696.42	--	(9,458.34)
Total (c)	--	(9,474.86)	(1,925.00)	(754.90)	14.73	9,458.34	2,586.17	2,429.01	2,333.49
Balance as at 31st March, 2019 (d) = (a+b+c)	33,454.08	--	--	--	83.25	29,420.27	--	2,429.01	65,386.61
Loss for the year	--	--	--	--	--	--	(2,469.20)	--	(2,469.20)
Remeasurement gain/(loss) on Defined benefit plan	--	--	--	--	--	--	236.27	--	236.27
Other Comprehensive Income/(Loss)	--	--	--	--	--	--	(0.11)	--	(0.11)
Total Comprehensive Income for the year (e)	--	--	--	--	--	--	(2,233.04)	--	(2,233.04)
CSR Expense/Spent	--	--	--	--	(83.59)	--	--	--	(83.59)
Equity component of preference share	--	--	--	--	--	--	--	6,392.69	6,392.69
Transfer of corporate social responsibility reserve	--	--	--	--	--	--	(68.14)	--	(68.14)
Transfer from Retained Earning	--	--	--	--	68.14	(2,301.18)	--	--	(2,233.04)
Transfer to General Reserve	--	--	--	--	--	--	2,301.18	--	2,301.18
Total (f)	--	--	--	--	(15.45)	(2,301.18)	2,233.04	6,392.69	6,309.10
Balance as at 31st March, 2020 (g) = (d+e+f)	33,454.08	--	--	--	67.80	27,119.09	--	8,821.70	69,462.67

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES
Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



Notes to Financial Statements for the year ended 31st March, 2020

1. Background

Nahar Industrial Enterprises Limited (the "Company") incorporated in 1983 is engaged in the business of Textiles and Sugar in India. The company is a public Limited company domiciled in India under the provision of companies Act, 1956. Its shares are listed in recognized stock exchange BSE/NSE of India. The registered office of the company is located in Focal Point, Ludhiana.

Note: 2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Company consisting of Nahar Industrial Enterprises Limited (the 'Company').

(a) Basis of Preparation**(i) Compliance with Ind AS**

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

The financial statements of the company have been prepared on going concern basis and historical cost basis except certain financial assets and liabilities measured at fair value and defined benefit plans-assets measured at fair value.

The Accounting policies have been consistently applied expect where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting Policy hitherto in use.

(ii) Historical Cost Convention

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

- (a) Derivative Financial Instruments measured at fair value
- (b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and
- (c) Employee's Defined Benefit Plan as per actuarial valuation

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to two decimals places to the nearest lacs as per the requirement of division II of Schedule III, unless otherwise stated.

(iv) Application of New Accounting Pronouncements

The MCA has carried out amendments to the following accounting standards. The effect on adoption of the same have been evaluated by the company on its financial statements and accordingly the company have updated its respective accounting policies .

- (a) IndAs116 - Leases
- (b) IndAs 12- Income Taxes
- (c) Ind AS 19- Employee Benefits
- (d) Ind AS 23- Borrowing Cost

(b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial assets take in to account a market participant's ability to generate economic benefits by using the assets in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



Notes to Financial Statements for the year ended 31st March, 2020

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in unquoted equity shares Financial instruments
- Financial instruments

(c) Current versus non-current classification

All assets and liabilities have been classified as current or non current as per company's normal operating cycle and other criteria set out in the division II of Schedule III to the Act.

(d) Property, plant and equipment

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

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written Down Value Method to allocate their cost, net of their residual values, over their useful lives except in case of Arham Spinning Mills, Lalru. In case of new projects and major expansion of the existing units undertaken by the Company after 1st April, 2005 till 31st March, 2012, Depreciation charged on the Straight line method. Leasehold land is amortised over period of lease. The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

(e) Investment properties

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on the basis of Written Down Value Method based on expected life span of assets which is in accordance with Schedule II of Companies Act, 2013. Significant parts of the property are depreciated separately based on their specific useful lives. Any gain or loss on disposal of investment properties is recognised in profit or loss account

(f) Intangible assets Computer Software

The Company has capitalised computer software in the nature of software licenses as intangible assets and the cost of software is amortized over the period of 4 years, being their expected useful economic life.

(g) Impairment of Non-financial assets

An impairment loss recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its

**Notes to Financial Statements for the year ended 31st March, 2020**

recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost of disposal and value in use. Impairment losses, if any are recognized in the statement of profit & loss. The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

(h) Inventories

Inventories are valued at cost or net realizable value, whichever is lower. However to determine the cost, the following methods are adopted:-

- 1) a) For Raw Material on weighted average method plus direct expenses.
b) For Stores and Spares on weighted average method plus direct expenses
c) For Work - in - Process, cost of Raw Material plus appropriate share of manufacturing expenses /relevant Overheads/conversion cost depending upon the stage of completion.
- 2) For Finished goods, cost of raw material plus conversion costs, packing cost and other overheads incurred to bring the inventories to their present condition and location.
- 3) Further Wastage are valued at net realizable value only

(i) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expense in the period in which they are incurred.

(j) Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as net over the periods necessary to match them on systematic basis to the cost, which it is intended to compensate. When the grant relates to an asset, the government grant related to asset is presented by deducting the grant in arriving at the carrying amount of the asset.

(k) Provisions, Contingent liabilities and Contingent Assets

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. A present obligation that arises from past events where it is neither probable that an outflow of resources will be required to settle nor a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(l) Foreign currency translation**Initial Recognition:**

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency

**Notes to Financial Statements for the year ended 31st March, 2020**

and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

(m) Revenue recognition

(i) Revenue arises mainly from the sale of manufactured and traded goods.

To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue as & when performance obligation(s) are satisfied.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

Sale of goods

Revenue from sale of goods is recognized when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

Rendering of services

Revenue from services is recognized as and when the services are rendered and on the basis of contractual terms with the parties.

(ii) **Export Incentives-** Export incentives are recognized on post export basis.

(iii) **Interest income** - Interest income from debt instruments is recognized using the effective interest rate method.

(iv) **Dividend income** - Dividends are recognized in profit or loss only when the right to receive payment is established

(v) **Rental Income-** Rental income is accounted for on accrual basis.

(vi) **Scrap** (i.e empties, wastage etc. Other than production) is accounted for on sale basis

(vii) **Income and other Claims** -Revenue in respect of claims is recognized when no Significant uncertainty exists with regard to the amount to be realised and ultimate Collection thereof .

(n) Leases

The Company assesses whether a contract is or contains a lease, at inception of a contract. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

The Company recognises a right-of-use asset ("ROU") and a corresponding lease liability at the lease commencement date. The ROU asset is initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company uses

**Notes to Financial Statements for the year ended 31st March, 2020**

an incremental borrowing rate specific to the Company, term and currency of the contract. Generally, the Company uses its incremental borrowing rate as the discount rate.

Short-term leases and leases of low-value assets:

The Company has elected not to recognize ROU assets and lease liabilities for short term leases as well as low value assets and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(o) Income Tax

Income tax expense comprises current income tax and deferred tax.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized

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

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

(p) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand and balances with banks.

(q) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment if any. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(r) Financial instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- The entity's business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

**Notes to Financial Statements for the year ended 31st March, 2020**

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company assesses on a forward looking basis the expected credit losses associated with its assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received

Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the



Notes to Financial Statements for the year ended 31st March, 2020

terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

(s) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(t) Derivative financial instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately.

(u) Employee benefits**(i) Short term obligations**

Liabilities for wages and salaries, short term compensated absence and ex-gratia including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the balance sheet.

(ii) Post-employment obligations

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

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

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iii) Defined contribution plans

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

(v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker [CODM]. The Operating Segment is the level at which discrete financial information is available. The CODM allocates resources and assess performance at this level. The Company has Operating segments comprising of Textile, Sugar and Others.

(w) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities when payment is due within 12 months after the reporting period. Long term trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(x) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in



Notes to Financial Statements for the year ended 31st March, 2020

profit or loss over the period of the borrowings using effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(y) Earnings per share**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

The profit attributable to owners of the Company

By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

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

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

The weighted average number of additional equity shares that would be outstanding assuming the conversion of all dilutive potential equity shares.

Note: 2.1 Critical estimates and judgements

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

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

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 29
- Estimation of defined benefit obligation – Note 40
- Recognition of deferred tax assets for carried forward tax losses – Note 16

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on Company and that are believed to be reasonable under the circumstances.



Notes to Financial Statements for the year ended 31st March, 2020

3. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Sale/Adjustment during the year	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Lease hold Land	123.49	--	123.49	--	1.25	--	32.86	90.63	91.88
Freehold Land	8,683.81	53.96	8,735.27	*2.50	--	--	--	8,735.27	8,683.81
Building	33,429.28	191.78	33,583.50	37.56	987.47	27.60	18,530.19	15,053.31	15,858.96
Plant & Machinery	153,331.02	3,634.13	148,569.64	8,395.51	5,625.85	7,239.75	120,674.10	27,895.54	31,043.02
Furniture & Fixtures	962.77	6.80	955.57	14.00	46.54	12.78	820.15	135.42	176.38
Office Equipment	1,179.26	21.82	1,163.42	37.66	48.69	33.81	1,063.30	100.12	130.84
Vehicles	1,870.85	171.48	1,749.72	292.61	269.99	239.70	1,149.91	599.81	751.23
TOTAL	199,580.48	4,079.97	194,880.61	8,779.84	6,979.79	7,553.64	142,270.51	52,610.10	56,736.12
Previous Year	195,057.53	10,618.38	199,580.48	6,095.43	7,788.97	5,686.41	142,844.36	56,736.12	54,315.73

4. INVESTMENT PROPERTY

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Sale/Adjustment during the year	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Freehold Land	591.70	*2.50	594.20	--	--	--	--	594.20	591.70
Building	1,436.02	2,192.89	3,623.98	4.93	118.19	3.24	594.95	3,029.03	956.02
TOTAL	2,027.72	2,195.39	4,218.18	4.93	118.19	3.24	594.95	3,623.23	1,547.72
Previous Year	2,027.72	--	2,027.72	--	49.64	--	480.00	1,547.72	1,597.36

* Addition during the year of ₹ 2.50 lacs in Gross block is Transfer from property, plant & equipments.

Amount recognised in profit and loss for investment properties:

Particulars	31st March, 2020
Rental Income	31st March, 2019
Direct operating expenses that generated rental income	346.81
Profit/(loss) from leasing of investment properties	118.19
	49.64
	228.62
	(13.79)

5. OTHER INTANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Sale/Adjustment during the year	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Computer Software	458.31	--	458.31	--	--	--	458.31	--	--
TOTAL	458.31	--	458.31	--	--	--	458.31	--	--
Previous Year	458.31	--	458.31	438.58	19.73	--	458.31	--	--

**Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
6a. Investments		
(i) Investment in Equity Instrument		
Investment in Associates (Unquoted) (Cost)		
180,000 Fully Paid Up Equity shares of ₹ 100/- each of J.L. Growth Fund Limited (Previous Year 180,000)	1,684.80	1,684.80
250,000 Fully Paid Up Equity shares of ₹ 100/- each of Vardhman Investment Limited (Previous Year 250,000)	1,475.00	1,475.00
164,000 Fully Paid Up Equity shares of ₹ 100/- each of Atam Vallabh Financers Limited (Previous Year 164,000)	1,066.00	1,066.00
10,228,441 Fully Paid Up Equity shares of ₹ 10/- each of Cotton County Retail Limited (Previous Year 10,228,444)	3,793.12	3,793.12
Sub Total	<u>8,018.92</u>	<u>8,018.92</u>
(ii) Investment in Equity Instrument		
Investments at fair value through OCI		
Investment in others (Quoted)		
12,555 Fully Paid Up Equity shares of ₹ 10/- each of Pasupati Acrylon Ltd. (Previous Year 12,555)	0.83	0.94
50 Fully Paid Up Equity shares of ₹ 10/- each of Malwa Cotton Spinning Mills Limited (Previous Year 50)	0.02	0.02
Sub Total	<u>0.85</u>	<u>0.96</u>
(iii) Investment in Equity Instrument		
Investments at fair value through OCI		
Investment in others (Unquoted)		
30,900- Fully paid up Equity shares ₹ 10/- each of BPL Engineering Ltd. (Previous Year 30,900)	2.80	2.80
22,500- Fully paid up Equity shares ₹ 10/- each of Pertech Computer Ltd. (Previous Year 22,500)	0.23	0.23
7,700 Fully Paid up Equity shares ₹ 10/- each of R.S. Petro Chemical Ltd. (Previous Year 7,700)	0.08	0.08

**Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
3,360 - Fully paid up Equity shares ₹ 100/- each of Nagdevi Trading & Investment Co. Ltd. (Previous Year 3,360)	0.51	0.51
3,558,786- Fully paid up Class-'A' Equity shares ₹ 10/- each of VS Lignite Power Pvt. Ltd. (Previous Year 3,558,786)	0.36	0.36
One Fully paid up Equity share ₹ 100/- of Punjab State Co-operative Bank Ltd. (Previous Year One) (Cost ₹ 100)	--	--
One Fully paid up Equity shares ₹ 5,000/- each of Krishna Building Owners Association (Previous Year One)	0.05	0.05
Sub Total	4.03	4.03
(iv) INVESTMENT IN CUMULATIVE REDEEMABLE PREFERENCE SHARES (Unquoted)		
At Amortised COST		
3,156,958- Fully paid up Class 'A' 0.01% Cumulative Redeemable Preference Shares ₹ 10 each of VS Lignite Power Pvt. Ltd. (Previous Year 3,156,958)	0.31	128.08
Sub Total	0.31	128.08
TOTAL (i+ii+iii+iv)	8,024.11	8,151.99
1. Market Value of Quoted Investment	0.85	0.96
2. Aggregate amount of Unquoted Investment	8,023.26	8,151.03
3. Aggregate amount of Total Investment	8,024.11	8,151.99
6b. Loans (Unsecured, considered good)		
Security deposits	1,400.12	1,326.27
Total	1,400.12	1,326.27
7. Other Non-Current Assets		
Capital Advances	12.85	12.85
Prepaid Lease Rentals	25.03	31.29
Deferred Power Purchase Cost	--	105.88
Prepaid Expense	2.75	4.15
Total	40.63	154.17

**Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	As at 31st March, 2020 (₹ in Lacs)	As at 31st March, 2019 (₹ in Lacs)
8. Inventories (As taken, valued and approved by management)		
Raw Materials	20,746.96	21,543.28
Work-in-Progress	4,322.65	5,420.10
Finished Goods	29,023.69	35,310.22
Stores and Spares	5,294.29	3,622.50
Total	59,387.59	65,896.10
8.1 Detail of Inventory-Finished Goods		
Yarn	3,433.66	8,144.46
Fabrics	10,768.63	12,372.66
Sugar	13,496.12	14,179.69
Other	1,325.28	613.41
Total	29,023.69	35,310.22
9a. Trade receivables		
Unsecured, considered good	20,355.40	24,196.08
Total	20,355.40	24,196.08
9b. Cash and cash equivalents		
Balances with banks - current accounts	34.91	30.89
Cash-in-Hand	26.85	34.76
Total	61.76	65.65
9c. Other bank balances		
Unpaid Dividend Account	104.37	104.58
Fixed deposit having original maturity more than 3 months but less than 12 months	90.00	4.27
Total	194.37	108.85
9d. Loans		
Loans to employees	54.92	59.02
Total	54.92	59.02
9e. Other Financial assets		
Other Financial assets	0.85	0.12
Derivaive Asset	--	145.99
Government Grant Receivables	2,978.56	2,662.54
Total	2,979.41	2,808.65
10. Current tax assets (Net)		
Advance/TDS Certificate/Paid	260.68	180.41
Total	260.68	180.41



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
11. Other current assets		
Advances to suppliers	1,977.04	2,523.17
Advances to employees	43.68	60.89
Balance with government authorities	10,605.06	11,065.93
Prepaid expenses	501.64	592.70
Prepaid Lease rentals	6.26	6.26
Deferred Power Purchase Cost	--	13.82
Expense recoverable	248.76	75.44
Total	13,382.44	14,338.21

12. Equity Share Capital		
Authorized:		
50,000,000 Equity Shares of ₹ 10/- each (Previous Year 50,000,000)	5,000.00	5,000.00
12,500,000 Preference Shares of ₹ 10/- each (Previous Year 10,000,000)	12,500.00	10,000.00
Total	17,500.00	15,000.00
Issued, Subscribed and Fully Paid up :		
39,835,141 Equity Shares of ₹ 100/- each (Previous Year 39,835,141)	3,983.51	3,983.51
Add: Share Forfeited Account (Amount originally paid up)	19.91	19.91
Total	4,003.42	4,003.42
10,620,000 Unlisted 5.5% Non-Convertible Non-Cummulative Redeemable Preference Shares of ₹ 100/- each (Previous Year 67,20,000)	*10,620.00	6,720.00
Total	10,620.00	6,720.00

* ₹ 8,821.70 Lacs (Previous Year ₹ 2,429.01 Lacs) shown as Equity Component of Compound financial instruments under the head Other Equity (note no. 13)

* ₹ 1,852.04 Lacs (Previous Year ₹ 4,232.82 Lacs) shown as Liability Component of Compound financial instruments under the head Borrowings (note no. 14a(i))

* ₹ 82.50 Lacs (Previous Year ₹ 63.75 Lacs) being statutory fees paid was reduced and shown as net in Rate & Taxes in note no. 28(b) as per Ind-AS

* ₹ 136.24 Lacs (Previous Year ₹ 5.58 Lacs) shown as interest expense provided under the head finance cost as per Ind-AS (note no. 27)

a. Reconciliation of the number of Shares outstanding :

Equity

At the beginning of the year	39,835,141	39,835,141
Outstanding at the end of year	39,835,141	39,835,141

Preference

At the beginning of the year	6,720,000	--
Add: Shares Issued during the year	3,900,000	6,720,000
Outstanding at the end of year	10,620,000	6,720,000

b. Terms/rights attached to Shares:

Equity Shares

The Company has only one class of Equity Shares having Face value of ₹ 10/- each. Holder of Equity Share is entitled to only one vote per share.

Preference Shares

The Company has Issued 5.5% Unlisted Non-Convertible Non-Cummulative Redeemable Preference Shares of the face value of ₹ 100/- each (NCNCRPS).

NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.



Notes to Financial Statements for the year ended 31st March, 2020

c. Detail of Shareholders holding more than 5% shares:

Particulars	As At 31st March, 2020		As At 31st March, 2019	
	Number	% of holding	Number	% of holding
Equity Share				
Nahar Capital & Financial Services Ltd.	--	--	9,336,745	23.44
J.L. Growth Fund Ltd.	6,446,456	16.18	3,421,836	8.59
Nahar Poly Films Ltd.	--	--	2,708,800	6.80
Vardhman Investment Ltd.	3,915,131	9.83	2,277,955	5.72
Oswal Woolen Mills Ltd.	2,094,819	5.26	2,094,819	5.26
Nagdevi Trading & Investment Co. Ltd.	2,354,279	5.91	2,273,625	5.71
Kovalam Investment & Trading Co. Ltd.	6,168,408	15.48	2,068,920	5.19
Atam Vallabh Financer Ltd.	3,212,679	8.06	--	--
Vinayak Investor Ltd.	2,773,275	6.96	--	--
Preference Share				
Cotton Country Retail Ltd.	7,620,000	71.75	6,720,000	100.00
Nahar Capital & Financial Services Ltd.	3,000,000	28.25	--	--

Particulars	As at 31 st March, 2020 (₹ in Lacs)		As at 31 st March, 2019 (₹ in Lacs)	
-------------	--	--	--	--

13. Other Equity

Capital Reserve

Balance as per last Balance Sheet	--	--	9,474.86	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>9,474.86</u>	--

Capital Redemption Reserve

Balance as per last Balance Sheet	--	--	1,925.00	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>1,925.00</u>	--

Securities Premium Account

Balance as per last Balance Sheet		33,454.08		33,454.08
-----------------------------------	--	------------------	--	-----------

Contingent Liability Reserve

Balance as per last Balance Sheet	--	--	754.90	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>754.90</u>	--

Equity Component of Compound financial instruments (Preference Shares)

Balance as per last Balance Sheet	2,429.01		--	
Add: Addition during the year	*6,392.69	8,821.70	2,429.01	2,429.01

Corporate Social Responsibility Reserve

Balance as per last Balance Sheet	83.25		68.52	
Add : Transfer from retained earning	68.14		110.25	
Less : Corporate social Responsibility Spent/Expenses	<u>83.59</u>	67.80	<u>95.52</u>	83.25

General Reserve

Balance as per last Balance Sheet	2,9420.27		19,961.93	
Add: Transfer from Capital Reserve	--		9,474.86	
Add: Transfer from Capital redumption reserve	--		1,925.00	
Add: Transfer from Contingent Liability Reserve	--		754.90	
Add: Transfer from Retained Earning	<u>(2,301.18)</u>	27,119.09	<u>(2,696.42)</u>	29,420.27

* Included ₹ 3,143.44 lacs due to varied the terms of NCNCRPS for its period of Redemption from 5 years to a period not exceeding 20 years from the date of their issue.



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
Retained Earnings		
Balance as per last Balance Sheet	—	—
Add: Loss for the year	(2,469.20)	(2,157.52)
Add: Remeasurement gain/(loss) on defined benefit plan	236.27	251.10
Add: Other Comprehensive income	(0.11)	(679.75)
Less: Transfer to Corporate Social Responsibility Reserve	68.14	110.25
Balance Transferred to General Reserve	(2,301.18)	(2,696.42)
Total	69,462.67	65,386.61
14a. Borrowings		
*Term loans (Secured)		
From Banks	12,540.29	18,726.91
Others Unsecured		
i) Liability component of Compound financial instruments Unlisted 5.5% Non-Convertible Non-Cumulative Redeemable Preference Share (NCNCRPS)	**1,852.04	4,232.82
Total	14,392.33	22,959.73

*There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

** Excluded ₹ 3,143.44 lacs due to varied the terms of NCNCRPS for its period of Redemption from 5 years to a period not exceeding 20 years from the date of their issue.

Repayment terms and security disclosures for the outstanding long-term borrowings (including current maturities) as on 31st March, 2020.

14a.1 Terms of repayment of long term borrowings:

i) Terms of Repayment of term loans

As At 31 st March, 2020 (₹ in Lacs)*	Repayment Period from origination (years)	Installments outstanding as on 31 st March, 2020 No.	Periodicity
1,857.51	6	14	Quarterly
145.92	8	1	Quarterly
3,738.00	8	5	Quarterly
988.36	5	6	Quarterly
68.07	4	1	Quarterly
981.31	5	11	Quarterly
2,968.24	5	11	Quarterly
4,050.00	5	17	Quarterly
3,008.00	5	17	Quarterly
708.27	13.75	53	Quarterly
6.46	5	44	Monthly
30.68	3	23	Monthly
413.61	3	23	Monthly
35.21	3	35	Monthly
13.51	9	1	Monthly
69.07	5	56	Monthly
19,082.23			

* Figures of term loan stated in para 14a .1 (i) includes current maturities of Long term debt shown separately in notes no. 18c and exclude ₹ 12.73 Lacs transaction cost amortised over the period of Term loan.



Notes to Financial Statements for the year ended 31st March, 2020

- Term Loan from IDBI Bank Limited, State Bank of India, Allahabad Bank, Punjab National Bank, Punjab & Sind Bank, Canara Bank, Bank of Baroda and Corporation Bank are secured by hypothecation as pari-passu first charge on whole of the immovable properties of the Company situated at Village Jalalpur, Chandigarh Ambala Road, Lalru, Distt. Mohali, Industrial Focal Point, Phase-VIII, Village Mundian, Distt. Ludhiana, Village Jaladiwal, Near Raikot, Distt. Ludhiana (Punjab), Village Udaipur / Khljuriwas, Bhiwadi, Distt. Alwar (Rajasthan), Focal Point Phase IV Ludhiana (Punjab) and Village Salana Jeon Singh Wala, Tehsil Amloh, Distt. Fatehgarh Sahib (Punjab) Including the Company's movable Plant and Machinery, Machinery Spares and other moveables both present and future and subject to the charge or charges created or to be created by the Company in favour of its Bankers on its movables and also personally guaranteed by some of the Directors of the Company.
- Term Loan (secured) includes ₹ 568.54 Lacs as vehicle loan taken from Yes Bank, ICICI Bank & HDFC Bank against hypothecation of the respective Vehicles only.
- ii) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.

Repayment terms and security disclosures for the outstanding long-term borrowings (including current maturities) as on 31st March, 2019.

14a.2 Terms of repayment of long term borrowings:

- i) Terms of Repayment of term loans

As At 31st March, 2019 (₹ in Lacs)*	Repayment Period from origination (years)	Installments outstanding as on 31st March, 2019 No.	Periodicity
550.00	3.5	2	Quarterly
550.71	3.5	2	Quarterly
2,194.97	6	18	Quarterly
2,495.38	8	4	Quarterly
300.52	8	4	Quarterly
729.44	8	5	Quarterly
6,397.00	8	9	Quarterly
1,436.58	5	10	Quarterly
136.74	8	3	Quarterly
292.95	5	15	Quarterly
340.31	4	5	Quarterly
1,164.14	5	15	Quarterly
3,530.74	5	15	Quarterly
4,380.00	5	20	Quarterly
3,250.00	5	20	Quarterly
435.90	13.75	55	Quarterly
7.88	5	56	Monthly
44.36	3	35	Monthly
680.62	3	35	Monthly
28,918.24			

* Figures of term loan stated in para 14a .2 (i) includes current maturities of Long term debt shown separately in notes no. 18c and exclude ₹ 20.16 Lacs transaction cost amortised over the period of Term loan.

- Term Loan from IDBI Bank Limited, State Bank of India, Allahabad Bank, Punjab National Bank, Punjab & Sind Bank, Canara Bank, Bank of Baroda and Corporation Bank are secured by hypothecation as pari-passu first charge on whole of the immovable properties of the Company situated at Village Jalalpur, Chandigarh Ambala Road, Lalru, Distt. Mohali, Industrial Focal Point, Phase-VIII, Village Mundian, Distt. Ludhiana, Village Jaladiwal, Near Raikot, Distt. Ludhiana (Punjab), Village Udaipur / Khljuriwas, Bhiwadi, Distt. Alwar (Rajasthan), Focal Point Phase IV Ludhiana (Punjab) and Village Salana Jeon Singh Wala, Tehsil Amloh, Distt. Fatehgarh Sahib (Punjab) Including the Company's movable Plant and Machinery, Machinery Spares and other moveables both present and future and subject to the charge or charges created or to be created by the Company in favour of its Bankers on its movables and also personally guaranteed by some of the Directors of the Company.
- Term Loan (Secured) includes ₹ 732.86 Lacs as vehicle loan taken from Yes Bank & HDFC Bank against hypothecation of the respective Vehicles only.
- ii) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
14b. Other Financial Liabilities		
Security deposit	177.84	73.17
Total	<u>177.84</u>	<u>73.17</u>
15. Provisions		
Provision for Gratuity	165.91	573.31
Total	<u>165.91</u>	<u>573.31</u>
16. Deferred Tax Liabilities (net)		
Deferred Tax Liability		
Relating to Property, plant and equipment	2,588.46	2,263.34
Deferred Tax Assets		
Disallowance u/s 43B of the Income Tax Act, 1961, brought forward losses and other etc.	2,260.26	1,284.96
Total	<u>328.20</u>	<u>978.38</u>
17. Other Non-current Liabilities		
Deferred Income	76.26	--
Total	<u>76.26</u>	<u>--</u>
18a. Current Borrowings		
From Banks		
Loans repayable on demand	49,799.65	51,406.82
Total	<u>49,799.65</u>	<u>51,406.82</u>
18a.1 Working Capital Borrowings are secured by hypothecation of stock of Raw Materials, Work-in-Progress, Finished Goods, Stores and Book Debts and further secured by 2nd pari-passu charge on fixed Assets of the Company and also personally guaranteed by some of the Directors of the Company.		
18b. Trade Payables		
Micro, Small and Medium Enterprises	3,191.65	186.92
Others	11,501.10	17,768.91
Total	<u>14,692.75</u>	<u>17,955.83</u>

18b.1 In response to the letters sent to the suppliers seeking to know the status of their coverage under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED Act) the Company has received replies from some of the suppliers. Disclosures as required under Section 22 of the MSMED Act, 2006 are given below:

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
The Principal amount and the interest due thereon unpaid to any supplier		
- Principal Amount	3,191.65	186.92
- Interest thereon		
The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day	-	-



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
-------------	--	--

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	–	–
The amount of interest accrued and remaining unpaid.	–	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	–	–

18c. Other Financial Liabilities

Unpaid Dividend	104.37	104.58
Due to Employees	2,204.00	2,364.94
Derivative Liability	121.72	–
Current Maturities	6,529.21	10,171.17
Total	8,959.30	12,640.69

18c.1 Unclaimed Dividend do not include any amount due and outstanding to be credited to Investor's Education and Protection Fund.

19. Other Current Liabilities

Statutory dues payables	399.14	387.80
Advance from customers	530.62	611.05
Deferred Income	12.34	–
Others	1,091.01	989.86
Total	2,033.11	1,988.71

20. Provisions

Provision for Employee Benefits	2.64	6.78
Total	2.64	6.78

**Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
21. Revenue from Operations		
Sale of Products	148,515.38	178,170.96
Sale of services	915.37	1,046.74
Miscellaneous sales	6,015.84	6,688.13
Other operating revenue		
Export Incentives	1,826.11	710.41
Total	157,272.70	186,616.24
21.1 Details of Products Sold		
Yarn	58,988.03	89,632.40
Fabrics	72,395.13	74,985.52
Sugar	15,926.15	13,196.12
Others	8,137.28	8,091.79
Total	155,446.59	185,905.83
22. Other Income		
Interest income	303.58	666.84
Dividend Income	--	38.56
Rental Income	358.69	41.63
Profit on sale of Fixed Assets	378.33	411.07
Profit on sale of Investment	--	7.85
Others	180.56	92.43
Total	1,221.16	1,258.38
23. Cost of Materials Consumed		
Opening stock	21,543.28	35,817.57
Add : Purchases (Net)	79,080.04	86,759.51
Less : Closing Stock	20,746.96	21,543.28
Total	79,876.36	101,033.80
23.1 Detail of Cost of Material Consumed		
Fibres	62,105.08	83,053.77
Yarn	3,920.14	3,664.24
Sugarcane	13,264.58	13,151.37
Others	586.56	1,164.42
Total	79,876.36	101,033.80
24. Purchases of stock-in-trade		
Yarn	1,252.91	5,983.43
Fabrics	45.18	349.59
Fibre	1,513.29	1,671.61
Total	2,811.38	8,004.63
25. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Opening Stock		
Work-in-progress	5,420.10	5,370.68
Finished Goods	35,310.22	35,672.52
Total	40,730.32	41,043.20
Less: Closing Stock		
Work-in-progress	4,322.65	5,420.10
Finished Goods	29,023.69	35,310.22
Total	33,346.34	40,730.32
Total	7,383.98	312.88



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
26. Employee Benefits Expense		
Salary, Wages and Other Allowances	15,623.15	17,636.13
Contribution to provident and other funds	1,906.58	2,029.91
Staff welfare expenses	124.77	119.99
Staff Recruitment & Development expenses	13.97	13.54
Total	17,668.47	19,799.57
27. Finance cost		
Interest Expense	5,880.49	6,553.43
MTM loss/(gain) on forward Contracts	267.71	(131.44)
Other Borrowings Cost	321.21	289.85
Total	6,469.41	6,711.84
28. Other expenses		
a. Manufacturing Expenses		
Consumption of Stores, consumables & spare parts	13,311.91	14,550.35
Power and Fuel	20,048.14	24,195.64
Handling and Restacking charges	374.07	376.92
Machinery Repairs and Maintenance	691.32	666.16
Sub Total	34,425.44	39,789.07
b. Administrative & Other Expenses		
Rent	44.31	46.29
Rates & Taxes	199.77	131.98
Insurance	564.37	373.80
Legal & Professional Expenses	276.03	215.15
Travelling & Conveyance*	333.08	287.71
Vehicle Repair & Maintenance	1,728.80	1,745.31
Repairs and Maintenance	268.37	337.20
Payment To Auditor	12.86	14.07
Loss on Sale/Discard of Fixed Assets	36.06	11.14
Diminution in Value of Investment	315.38	--
Directors Remuneration	259.68	259.68
Directors' Meeting Fees	3.90	5.40
Charity & Donation	0.11	0.95
Miscellaneous Expenses	220.80	199.70
Sub Total	4,263.52	3,628.38
*Include Director Travelling of ₹ 55.25 Lacs (Previous Year ₹ 29.34 Lacs)		
c. Selling Expenses		
Forwarding and Octroi	612.09	619.63
Commission & Brokerage	498.57	879.81
Other Selling Expenses	632.94	324.04
Sub Total	1,743.60	1,823.48
Total (a+b+c)	40,432.56	45,240.93
28.1 Payment to Auditors		
As Auditor:		
Audit fee	8.47	9.21
Tax audit fee	3.29	3.29
In other capacity:	0.58	0.91
Reimbursement of expenses	0.52	0.66
Total	12.86	14.07



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
29. Tax Expense		
Current Tax	-	-
Deferred Tax	(777.08)	405.14
Total	(777.08)	405.14
29.1 Reconciliation of tax liability of book profit/(Loss) vis-a-vis actual Tax Liability		
Accounting Loss Before Tax	(3,246.28)	(1,752.38)
Enacted Tax Rate	34.944%	34.944%
Current Tax Income	(1,134.38)	(612.35)
Less : Reversal of deferred tax on temporary differences etc.	(357.30)	(1,017.49)
Income Tax Expenses reported in the Statement of Profit & Loss	(777.08)	405.14

30. CONTINGENT LIABILITIES NOT PROVIDED FOR :

- a) Letter of Credits in favour of suppliers and others ₹ 4,750 Lacs (Previous Year ₹ 6,369.95 Lacs)
- b) Bank Guarantees in favour of suppliers and others ₹ 808.79 Lacs (Previous Year ₹ 1,189.87 Lacs)
- c) Sales tax demands against which the company has preferred appeals ₹ 57.74 Lacs (Previous Year ₹ 57.74 Lacs)
- d) Income tax demands against which the company has preferred appeals ₹ 1,288.62 Lacs (Previous Year ₹ 1,308.26 Lacs.)
- e) The Central Excise Authorities have issued show cause notices to the Company for ₹ 929.85 Lacs on various matters under the Central Excise Rules (Previous Year ₹ 571.84 Lacs). The Company has filed suitable reply with the concerned authorities.
- f) The Company has executed bonds / legal undertakings for an aggregate amount of ₹ 1,134.10 Lacs (Previous Year ₹ 1,134.10 Lacs) in favour of the President of India for fulfilment of its obligation under the rules made Central Excise Act, 1944 and Customs Act, 1962.
- g) Claims of ₹ 3,967.49 Lacs (Previous Year ₹ 3,825.21 Lacs) lodged against the company on various matters are not acknowledged as debts. The company has filed suitable replies with the concerned authorities.
- h) Employees State Insurance corporation has raised demand of ₹ 124.62 Lacs (Previous Year ₹ 124.62 Lacs) The Company deposited ₹ 94.64 Lacs (Previous Year ₹ 94.64 Lacs) against the said demand .The company has filed the Civil Suit before the Civil Judge (Sr. Div.), ESI Court , Ludhiana
- i) Advances recoverable amount includes ₹ 609.56 Lacs on account of GST paid under protest as mentioned in the Note No. 32 (i) in last year's balance sheet.

31. Capital Commitment

Estimated amount of contracts in capital account (net of advances/LC issued) remaining to be executed and not provided for ₹ 59.72 Lacs (Previous Year ₹ 1,828.70 Lacs).

32. The Company has undertaken export obligations of ₹ 24,166.95 Lacs (Previous Year ₹ 20,676.59 Lacs) to export goods against the issuance of Import Licenses / Advance Licenses for the Import of Capital Goods and Raw Materials. Out of this, export obligations of ₹ 22,587.26 Lacs (Previous Year ₹ 19,096.90 Lacs) have been fulfilled up to 31 March, 2020.

33. In March, 2020, World Health Organisation (WHO) had declared the outbreak of Novel Coronavirus "Covid-19" as a pandemic. This pandemic has severely impacted business around the globe. In many countries, including India, there has been severe disruptions to regular business operations. Complying with the directives of Government, the office premises & plants of the Company has been under lockdown, resulting thereto, the operations for the month of March, 2020 have been impacted. The company is monitoring the situation closely and the overall impact on the business of the company will depend on future developments which cannot be reliably predicted.

Given the uncertainty of quick turnaround to normalcy, post lifting of the lockdown, the company has carried out a



Notes to Financial Statements for the year ended 31st March, 2020

comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in its ability to meet its financial obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

Pursuant to the relaxed guidelines, the company has now resumed its manufacturing operations as allowed in keeping with Government advisories. Since the situations are continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial results and management will continue to monitor any material changes arising due to the impact of this pandemic on the financial and operational performance of the Company and take necessary measures to address the situation.

34. In the opinion of the Board of Directors, the Current Assets and Loans & Advances have a value on realization in the ordinary course of business at least equal to the value at which they are stated in the foregoing Balance Sheet, unless stated otherwise.

35. Export/domestic bills discounted during the year under Letter of Credit outstanding as on 31.03.2020 for ₹ 1,211.48 Lacs (Previous Year ₹ 4,020.99 Lacs) have been reduced from Bank Borrowings and correspondingly from Sundry Debtors.

36. Earnings Per Share (EPS) (Ind AS-33)

Particulars	2019-20	2018-19
Loss after Tax (₹ in Lacs)	(2,469.20)	(2,157.52)
Weighted average no. of ordinary shares	39,835,141	39,835,141
Weighted average no. of diluted shares	39,835,141	39,835,141
Nominal value of ordinary share (₹)	10.00	10.00
Basic / Diluted Earning Per Share (₹)	(6.20)	(5.42)

37. Segment Information as required by Ind AS-108 “Operating Segments” issued by the ICAI and compiled on the basis of the financial statements is as under :-

	(₹ in Lacs)							
	Textile		Sugar		Others		Total	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Segment Revenue								
Total Revenue	137,948.05	172,056.39	18,118.77	14,513.84	24.64	129.27	156,091.46	186,699.50
Less: Inter Segment Revenue							644.87	793.67
Net Revenue							155,446.59	185,905.83
Segment Results								
Profit/ (Loss) before interest, exceptional items & tax	1,023.19	6,018.87	2,768.33	(89.60)	(568.39)	(304.80)	3,223.13	5,624.47
Less: Interest							6,469.41	6,711.84
Profit/(Loss) before Exceptional items & tax							(3,246.28)	(1,087.37)
Less: Exceptional items							--	665.01
Profit / (Loss) Before tax							(3246.28)	(1,752.38)
Segment Assets	124,954.50	140,731.09	19,624.04	18,418.66	19,515.54	18,823.70	164,094.08	177,973.45
Segment Liabilities	55,026.15	59,182.44	13,521.84	14,286.91	830.26	1,004.79	69,378.25	74,474.14
Capital Employed								
Segment Assets- Segment Liabilities	69,928.35	81,548.65	6,102.20	4,131.75	18,685.28	17,818.91	94,715.83	103,499.31



Notes to Financial Statements for the year ended 31st March, 2020

- 38. Related Party Disclosures as required by IND AS-24 issued by the ICAI are as under :-**
- (a) Disclosure of Related Parties and relationship between the parties.
- 1 Associates:** J.L. Growth Fund Limited*, Vardhman Investment Limited, Atam Vallabh Financers Limited, Cotton County Retail Limited*
 - 2 Key Management Personnel:** Sh. Jawahar Lal Oswal (Chairman), Sh. Kamal Oswal (Vice Chairman-cum-Managing Director), Sh. Dinesh Oswal (Non-Executive Director), Sh. Dinesh Gogna (Non-Executive Director), Sh. Navdeep Sharma (Non-Executive Director), Dr. (Mrs.) H.K. Bal (Non-Executive Director), Dr. A.S. Sohi (Non-Executive Director), Sh. A.S. Chatha, IAS (Retd) (Non-Executive Director), Dr. Vijay Ashdir (Non-Executive Director), Dr. Suresh Kumar Singla (Non-Executive Director), Sh. Bharat Bhushan Gupta (Chief Financial Officer), Sh. Mukesh Sood (Company Secretary)
 - 3 Relatives of Key Management Personnel:** Mrs. Abhilash Oswal, Mrs. Manisha Oswal, Mrs. Ruchika Oswal, Mrs. Monika Oswal, Mr. Rishab Oswal, Mr. Abhinav Oswal
 - 4. *Enterprises in which Key Management Personnel and relative of such personnel is able to exercise significant influence or control:** Oswal Woollen Mills Ltd., Nahar Spinning Mills Ltd., Nahar Capital and Financial Services Ltd., Monte Carlo Fashion Limited, Nahar Poly Films Limited, Hug Foods Pvt. Ltd., Oswal Foundation (Regd.), Abhilash Growth Fund Pvt. Ltd., Nahar Industrial Infrastructure Corporation Ltd., Amluh Industries Limited.
- b) Detail of transactions entered into with related parties during the year :

Particulars	Associates		Key Management Personnel		Enterprises in which Key Manager Personnel and relative of such personnel is able to exercise significant influence or control		Relative of Key Management Personnel	
	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019
Purchase of goods	58.87	1.60	--	--	5,890.27	13,526.88	--	--
Sales of Goods	5.71	1,731.74	--	--	14,005.33	15,563.77	--	--
Purchase of fixed assets	1.63	0.62	--	--	33.42	3.18	--	--
Sale of fixed assets	--	--	--	--	88.96	49.25	--	--
Freight Income	--	0.02	--	--	561.54	704.37	--	--
Sale of FMP/FMS license	--	--	--	--	328.13	159.20	--	--
Processing charges received	--	--	--	--	73.64	62.64	--	--
Interest Expenses	--	--	--	--	9.61	133.30	--	--
Interest Received	--	--	--	--	0.54	0.36	--	--
Rent received	7.08	14.75	15.00	15.00	1.42	1.77	--	--
Rent paid	25.72	25.72	--	--	--	--	--	--
Reimbursement of Expenses Received	5.83	103.98	--	--	425.56	117.89	--	--
Reimbursement of Expenses Paid	--	--	--	--	31.15	17.30	--	--
Sale of Investment	--	1,250.00	--	--	--	2,850.00	--	--
Dividend received	--	--	--	--	--	38.56	--	--
Security Paid	--	400.00	--	--	--	--	--	--
Issuance of Preference Share	900.00	6,720.00	--	--	3,000	--	--	--
Director Meeting Fee	--	--	4.60	6.37	--	--	--	--
Remuneration	--	--	--	--	--	--	58.12	53.70
Loan received	--	493.67	--	--	1,150.00	2,000.00	--	--
Loan Paid	--	6,765.00	--	--	1,150.00	2,000.00	--	--
Corporate Social Responsibility (CSR) Activities	--	--	--	--	83.25	68.52	--	--
Balance Receivable / (Payable) (net)	(51.31)	45.29	--	--	247.49	960.50	--	--

* Related parties with whom transaction has taken place during the year.

**Notes to Financial Statements for the year ended 31st March, 2020****Remuneration of KMP**

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
i) Short Term benefits	314.50 #	299.69 #
ii) Post Employment Benefits	46.30	43.40
Total	360.80	343.09

Included Remuneration paid to Vice Chairman-cum-Managing Director of ₹ 262.15 Lacs during the current year and ₹ 261.57 Lacs during the previous year

39. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**Notes to Financial Statements for the year ended 31st March, 2020****40. Post Retirement Benefits Plan (Ind AS 19)****Defined Benefit Plan**

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

Particulars	31st March 2020 (₹ in Lacs)	31st March 2019 (₹ in Lacs)
Changes in defined benefit obligation		
Present value obligation as at the start of the year	3,117.36	3,218.71
Interest cost	204.77	223.60
Current service cost	399.34	434.59
Actuarial loss/(gain) - Experience Changes	148.02	(241.53)
Actuarial loss / (gains) Financial Assumption	(497.08)	(123.70)
Benefits paid	(466.58)	(394.31)
Present value obligation as at the end of the year	2,905.83	3,117.36
Change in fair value of plan assets		
Fair value of plan assets as at the start of the year	2,544.05	2,293.34
Interest income on plan assets	180.67	171.86
Employer Contributions	467.67	452.42
Return on plan assets greater/(lesser) than discount Rates	14.11	20.74
Benefits paid	(466.58)	(394.31)
Fair value of plan assets as at the end of the year	2,739.92	2,544.05
Breakup of Actuarial gain/loss:		
Actuarial (gain)/loss on arising from change in financial assumption	(497.08)	(123.70)
Actuarial (gain)/loss on arising from experience adjustment	148.02	(241.53)
Return on plan assets (greater)/less than discount rate	(14.11)	(20.74)
	(363.17)	(385.97)
Net Asset/(Liability) recognized in Balance Sheet		
Present value obligation as at the end of the year	2,905.83	3,117.36
Fair value of plan assets as at the end of the year	2,739.92	2,544.05
Net Asset/(Liability) in Balance Sheet	(165.91)	(573.31)



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
Amount recognized in the statement of profit and loss		
Current service cost	399.34	434.59
Interest cost	204.77	223.60
Interest Income on plan assets	(180.67)	(171.86)
(Income)/Expense recognized in the statement of profit and loss	423.44	486.33
Remeasurements recognized in the statement of Other Comprehensive Income (OCI)		
Experience Adjustments	148.02	(241.53)
Changes in Financial Assumptions	(497.08)	(123.70)
Return on plan assets (greater)/lesser than discount Rates	(14.11)	(20.74)
Net Loss/(Gain) recognized in other comprehensive income	(363.17)	(385.97)
Plan assets information		
Insurer Manage Funds	100%	100%
Actuarial assumptions		
Discount rate	6.30%	7.10%
Salary Escalation Rate	0% for the year starting April 2020 and 5% thereafter	8.00%
Employee turnover Rate	12.00%	12.00%
<p>These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.</p>		
Sensitivity analysis for gratuity liability		
The sensitivity of the overall plan obligations to changes in the weighted key assumptions are :		
Impact of the change in discount rate		
a) Impact due to increase of 0.50%	(73.32)	(88.35)
b) Impact due to decrease of 0.50%	77.30	93.55
Impact of change in salary Escalation Rate		
a) Impact due to increase of 0.50%	76.70	89.67
b) Impact due to decrease of 0.50%	(61.35)	(86.02)
Impact of change in Employee turnover Rate		
a) Impact due to increase of 0.50%	27.33	(64.76)
b) Impact due to decrease of 0.50%	(56.02)	90.27

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the reporting period.



Notes to Financial Statements for the year ended 31st March, 2020

Weighted average duration of defined plan obligation (based on discounted cash flow)

Gratuity 6 Years 6 Years

The following are the expected future benefits payments for the defined benefit plan : (₹ in Lacs)

Particulars	31st March 2020	31st March 2019
Description		
March 31, 2020	--	482.60
March 31, 2021	546.25	415.40
March 31, 2022	394.12	418.63
March 31, 2023	422.23	466.22
March 31, 2024	463.85	530.67
March 31, 2025	440.77	--
March 31, 2025 to March 31, 2029	--	2,843.48
March 31, 2026 to March 31, 2030	2,385.02	--

41. Fair Value Measurement

(a) Financial Instruments by category and hierarchy

For amortised cost instruments, carrying value represents the best estimate of fair value. (₹ in Lacs)

Particulars	As At 31st March, 2020			As at 31st March, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investment						
- Equity instruments	--	4.88	--	--	4.99	--
- Preference Share	--	--	0.31	--	--	128.08
Loans (Non Current)	--	--	1,400.12	--	--	1,326.27
Trade receivables	--	--	20,355.40	--	--	24,196.08
Cash and cash equivalents	--	--	61.76	--	--	65.65
Other Bank Balance	--	--	194.37	--	--	108.85
Loans (Current)	--	--	54.92	--	--	59.02
Other financial assets	--	--	2,979.41	145.99	--	2,662.66
Total Financial Assets	--	4.88	25,046.29	145.99	4.99	28,546.61

Particulars	As At 31st March, 2020			As at 31st March, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial liabilities						
Borrowings (Non current)	--	--	14,392.33	--	--	22,959.73
Security deposit	--	--	177.84	--	--	73.17
Borrowings (Current)	--	--	49,799.65	--	--	51,406.82
Trade payable	--	--	14,692.75	--	--	17,955.83
Unpaid dividend	--	--	104.37	--	--	104.58
Due to Employees	--	--	2,204.00	--	--	2,364.94
Derivative Liability	121.72	--	--	--	--	--
Current Maturities	--	--	6,529.21	--	--	10171.17
Total Financial Liabilities	121.72	--	87,900.15	--	--	105,036.24



Notes to Financial Statements for the year ended 31st March, 2020

(b) Fair value hierarchy

The Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level follows under the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements (₹ in Lacs)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Equity instruments	0.85	--	4.03	0.96	--	4.03
Other Financial Asset (Derivative Asset)	--	--	--	145.99	--	--
Total	0.85	--	4.03	146.95	--	4.03
Financial liabilities						
Derivative Liability	121.72	--	--	--	--	--
Total	121.72	--	--	--	--	--

Financial assets and liabilities measured at amortised cost for which fair values are disclosed (₹ in Lacs)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Preference Share	--	--	0.31	--	--	128.08
Loans (Non Current)	--	--	1,400.12	--	--	1,326.27
Trade receivables	--	--	20,355.40	--	--	24,196.08
Cash and cash equivalents	--	--	61.76	--	--	65.65
Other Bank Balance	--	--	194.37	--	--	108.85
Loans (Current)	--	--	54.92	--	--	59.02
Other financial assets	--	--	2,979.41	--	--	2,662.66
Total Financial assets	--	--	25,046.29	--	--	28,546.61

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial liabilities						
Borrowings (Non current)	--	--	14,392.33	--	--	22,959.73
Security deposit	--	--	177.84	--	--	73.17
Borrowings (Current)	--	--	49,799.65	--	--	51,406.82
Trade payable	--	--	14,692.75	--	--	17,955.83
Unpaid dividend	--	--	104.37	--	--	104.58
Due to Employees	--	--	2,204.00	--	--	2,364.94
Current Maturities	--	--	6,529.21	--	--	10,171.17
Total Financial Liabilities	--	--	87,900.15	--	--	105,036.24



Notes to Financial Statements for the year ended 31st March, 2020

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(c) Fair value of financial assets and liabilities measured at amortised cost (₹ in Lacs)

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Preference Share	0.31	0.31	128.08	128.08
Loans	1,400.12	1,400.12	1,326.27	1,326.27
Total	1,400.43	1,400.43	1,454.35	1,454.35
Financial liabilities				
Borrowings	14,392.33	14,392.33	22,959.73	22,959.73
Security deposit	177.84	177.84	73.17	73.17
Total	14,570.17	14,570.17	23,032.90	23,032.90

The carrying amounts of trade receivables, other financial assets & liabilities, trade payables, other bank balances and cash and cash equivalents are considered to be the same as their fair values, due to short term nature. The fair values for loans, security deposits and investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The fair values of non-current borrowings are based on discounted cash flows using a current borrowings rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

42. Financial risk management objectives and policies

The Company's principle financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investments, loans, trade and other receivables, cash & cash equivalents and other bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:



Notes to Financial Statements for the year ended 31st March, 2020

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in foreign currencies.

a) 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 interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates.

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Variable rate borrowings	68,869.15	80,304.90
Fixed rate borrowings	1,852.04	4,232.82
Total	70,721.19	84,537.72

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at 31st March 2020 (₹ in Lacs)	As at 31st March 2019 (₹ in Lacs)
Increase by 50 basis points	(344.35)	(401.52)
Decrease by 50 basis points	344.35	401.52

b) Foreign currency risks

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure in foreign currency is in Trade payables denominated in foreign currency. The Company is not restricting its exposure of risk in change in exchange rates.

(i) Particulars of unhedged foreign currency exposure as the reporting date

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Trade Payable		
-USD	170.30	76.56
-EUR	4.33	21.03
-JPY	--	--
-CHF	0.82	11.23



Notes to Financial Statements for the year ended 31st March, 2020

Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in foreign currency exchange rates. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	As at 31st March 2020 (₹ in Lacs)	Effect on Profit Before Tax	
		As at 31st March 2019 (₹ in Lacs)	
USD Sensitivity			
Decrease by 5%	8.52	3.83	
Increase by 5%	(8.52)	(3.83)	
EUR Sensitivity			
Decrease by 5%	0.22	1.05	
Increase by 5%	(0.22)	(1.05)	
CHF Sensitivity			
Decrease by 5%	0.04	0.56	
Increase by 5%	(0.04)	(0.56)	

ii) Foreign Currency Exposure (Forward Booking)

The foreign currency exposure of the Company as on reporting date is as under. The company does not use forward contracts for speculative purpose.

Category wise Quantitative Data Type Contract	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Forward contracts against Exports (US \$)	3,073.92	2,724.04
Forward contracts against imports (US \$)	--	609.82

(B) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk on reporting date
- (ii) Moderate credit risk
- (iii) High credit risk



Notes to Financial Statements for the year ended 31st March, 2020

Financial assets that expose the entity to credit risk:

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Low credit risk on reporting date		
Investments	8,024.11	8,151.99
Loans(non-current)	1,400.12	1,326.27
Trade receivables	20,355.40	24,196.08
Cash and cash equivalents	61.76	65.65
Other bank balances	194.37	108.85
Loans(current)	54.92	59.02
Other financial asset	2,979.41	2,808.65
Total	33,070.09	36,716.51
Moderate credit risk	--	--
High credit risk	--	--

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Credit risk related to trade receivables are mitigated by taking Credit insurance for domestic sales/letter of credit for export sales, which results in low credit risk. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The company assesses increase in credit risk on an ongoing basis for amount receivable that become past due and default is consider to have occurred when amount's receivable become 365 days past due.

Gross carrying amount of trade receivables

Particulars	As At 31st March 2020	As At 31st March 2019
(₹ in Lacs)		
Ageing		
Not due	17,689.53	22,219.50
0-60 days past due	1,763.38	1,136.92
61-120 days past due	276.43	224.99
121-180 days past due	177.69	141.13
181-365 days past due	190.23	278.78
More than 365 days past due	258.14	194.76
Total	20,355.40	24,196.08

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

(C) Liquidity risk

The Company monitors its risk of a shortage of funds by estimating the future cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders. The Company has access to the following undrawn borrowing facilities at the end of the reporting periods -



Notes to Financial Statements for the year ended 31st March, 2020

(₹ in Lacs)

Particulars	As At 31st March 2020	As At 31st March 2019
Floating rate		
(a) Expiring within one year (Bank overdraft and other facilities)		
Secured : Cash credit facilities	13,200.35	11,593.19
(b) Expiring beyond one year (Bank loans)		
Secured : Term loan from banks	--	426.10

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

(₹ in Lacs)

Particulars	0-1 Years	1 to 2 Years	2 to 5 Years	More than 5 Years	Total undiscounted contractual cash flows	Carrying amount of liabilities
Year ended 31 March 2020						
Contractual maturities of borrowings	56,328.85	5,770.20	6,355.18	427.65	68,881.88	68,869.15
5.5% Non convertible no cumulative	--	--	--	10,620.00	10,620.00	1,852.04
Redeemable Preference Share (Unsecured)						
Contractual maturities of trade payable	14,692.75	--	--	--	14,692.75	14,692.75
Contractual maturities of security deposit received	--	78.99	189.10	--	268.09	177.84
Contractual maturities of other financial liabilities	2,204.00	--	--	--	2,204.00	2,204.00
Unpaid Dividend	104.37	--	--	--	104.37	104.37
TOTAL	73,329.97	5,849.19	6,544.28	11,047.65	96,771.09	87,900.15

(₹ in Lacs)

Particulars	0-1 Years	1 to 2 Years	2 to 5 Years	More than 5 Years	Total undiscounted contractual cash flows	Carrying amount of liabilities
Year ended 31 March 2019						
Contractual maturities of borrowings	61,577.99	6,531.04	11,948.79	267.24	80,325.06	80,304.90
5.5% Non convertible non cumulative						
Redeemable Preference Share (Unsecured)	--	--	6,720.00	--	6,720.00	4,232.82
Contractual maturities of Trade payables	17,955.83	--	--	--	17,955.83	17,955.83
Contractual maturities of security deposit received	--	73.17	--	--	73.17	73.17
Contractual maturities of other financial liabilities	2,364.94	--	--	--	2,364.94	2,364.94
Unpaid Dividend	104.58	--	--	--	104.58	104.58
TOTAL	82,003.34	6,604.21	18,668.79	267.24	107,543.58	105,036.24

43. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents.



Notes to Financial Statements for the year ended 31st March, 2020

Particulars	(₹ in Lacs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Borrowings	70,721.19	84,537.72
Trade payables	14,692.75	17,955.83
Less: Cash and cash equivalents	61.76	65.65
Net debt (A)	85,352.18	102,427.90
Equity (B)	73,466.09	69,390.03
Capital and net debt (A+B)	1,58,818.27	171,817.93
Gearing ratio	53.74	59.61

44. The company is covered under the provision of the section 135 of the companies act, 2013.

Particulars	(₹ in Lacs)	
	As at 31 st March 2020	As at 31 st March 2019
The amount required to be spent (Incl. opening balance)	151.39	178.77
The amount spent	83.59	95.52

In accordance with the provisions of section 135 of the Companies Act 2013, the board of directors of the company had constituted a CSR committee. The company had decided to carry out its CSR activities through a consortium formed by group companies as per scheme of CSR. The company in the previous year has set apart its CSR ₹ 83.25 Lacs for F.Y 2018-19 which has been paid during this year to M/s. Oswal Foundation, Ludhiana, through whom consortium has been doing its CSR activities and as against the current year's obligation of ₹ 68.14 Lacs, a sum of ₹ 0.34 Lacs has also been spent directly on CSR activities and thus treated as utilized as per the requirement. In the meantime unspent amount of the CSR obligation of ₹ 67.80 Lacs (previous year ₹ 83.25 Lacs) has been set apart towards CSR reserve. Presently CSR activities are being done in the field of medical facilities for poor and needy people on charitable basis through recognized charitable medical institution and in the field of education also.

45. Reconciliation of changes in liabilities arising from the financing activities including both changes arising from the cash flows and non-cash changes as per the requirement of the Ind AS-7 "Statement of Cash Flows"

Particulars	(₹ in Lacs)		
	Long-term borrowing (Including current maturities)	Short-term borrowing	Total
As at 1st April, 2019	33,130.90	51,406.82	84,537.72
Cash flows:			
Proceeds from borrowings from banks	427.44	--	427.44
Proceeds from others	--	1,150.00	1,150.00
Proceeds from Issue of Preference Share	3,900.00	--	3,900.00
Repayment of borrowings to banks	(10,263.44)	(1,607.17)	(11,870.61)
Repayment to others	--	(1,150.00)	(1,150.00)
Ind AS Adjustment:			
Impact of adjustment on borrowings/preference shares	119.33	--	119.33
Equity component of Preference share	(6,392.69)	--	(6,392.69)
As at 31st March, 2020	20,921.54	49,799.65	70,721.19

46. Some balances of Trade Payables, Advances and Trade Receivables are subject to their Confirmation.

47. Previous year figures have been regrouped/recasted/rearranged/reclassified wherever considered necessary to make them comparable.



Independent Auditor's Report

**To The Members of
Nahar Industrial Enterprises Limited.**

**Report on the audit of Consolidated Ind AS Financial Statements
Opinion**

We have audited the accompanying consolidated Ind AS Financial Statements of Nahar Industrial Enterprises Limited (hereinafter referred to as "the Investor Company") and its associates, which comprise of the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss (Including Other Comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the associates referred to, below in the other matter paragraph, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Investor company and its associates as at 31st March, 2020, and their consolidated loss (including other comprehensive income), their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis For Opinion

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the company and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and by the other auditors in terms of their report referred to in the other matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Emphasis Of Matters

We draw attention to note no 33 of the consolidated financial Statements, which describe the uncertainties and the impact of COVID -19 pandemic on the company's operations and results as assessed by management. 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 consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have not come across with any key audit matter during the audit.

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

The Investor Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors Report, including annexure there to, Report on Corporate Governance and Management Discussion & Analysis Report, but does not include the Consolidated and Standalone financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Investor Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income, Consolidated changes in Equity and Consolidated Cash Flows of the Investor company and its Associates in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the Investor Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Investor Company and its Associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS Financial Statements by the Directors of the Investor Company as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the investor company and of its associates are responsible for assessing the ability of the company and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Investor company and of its associates are responsible for overseeing the financial reporting process of the company and of its associates.

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

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 consolidated Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS 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)(l) of the Act, we are also responsible for expressing our opinion on whether the Investor Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Investor company and its associates to continue as a going concern. If we conclude that a material uncertainty exists we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Investor company and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable

user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Ind AS Financial Statements.

We communicate with those charged with governance of the Investor Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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 Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Ind AS Financial Statements include the Investor company's share of I-GAAP (Loss) of ₹ 0.15 Crores for the year ended 31st March, 2020 from one Associates (Cotton County Retail Limited) which have been audited by us.

We did not audit the I-GAAP Financial Statements of three companies being an associates (J.L. Growth Funds Limited, Vardhman Investment Limited and Atam Vallabh Financers Limited) whose financial statements/financial information reflect the Investor company's share of I-GAAP profit after tax of ₹ 0.14 crores as considered in the consolidated Ind AS Financial Statements. These Financial Statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS Financial Statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit report and on the consideration of the reports of other auditors on the separate financial statements of associates, we report to the extent applicable that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS Financial Statements
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the



Consolidated Cash Flow Statement, the Consolidated Statement of Changes In Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated IndAS Financial Statements.

- (d) In our opinion, the aforesaid consolidated Ind AS Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Investor Company as on 31st March, 2020 taken on record by the Board of Directors of the Investor Company and the report of the statutory auditor of its associate companies incorporated in India, none of the directors of the Investor company and its associate companies is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in 'Annexure A' which is based on the auditor's reports of the Investor Company and its associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Investor Company and its Associate companies internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended
- We Report, that the managerial Remuneration for the year ended March 31st, 2020 has been paid to its directors in accordance with provision of section 197 and schedule v to the act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Investor Company, and its associates -to the consolidated Ind AS Financial Statements.
 - The Investor Company and its associates does not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Investor Company during the year ended 31st March, 2020.

For K R Aggarwal & Associates
Chartered Accountants
FRN NO:-030088N

Vivek Aneja
Partner

Place : Ludhiana
Dated: 30th June, 2020

M.NO.544757
UDIN NO-20544757AAAAAV5325

**"Annexure A" to the Independent Auditor's Report on the
Consolidated Ind AS Financial Statements of Nahar Industrial Enterprises Limited.
(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory
Requirements' of our report of even date)**

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

In conjunction with our audit of the consolidated Ind AS financial statements of the company as of and for the year ended 31st March, 2020, We have audited the internal financial controls over financial reporting of Nahar Industrial Enterprises Limited (hereinafter referred to as "the Investor Company") and its associate companies which are incorporated in India, as of that date .

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Investor company and its associate companies, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial

Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the associate companies, in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Investor Company and its Associates internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Other matters

Our aforesaid report under section 143(3)(l) of the Act on the adequacy and the operating effectiveness of the internal financial controls over financial reporting insofar relates to four associate companies which are incorporated in India, is based on the corresponding reports of the auditors of such companies.

For K R Aggarwal & Associates
Chartered Accountants
FRN NO:-030088N

Vivek Aneja
Partner

Place : Ludhiana
Dated: 30th June, 2020

M.NO.544757
UDIN NO -20544757AAAAV5325



CONSOLIDATED BALANCE SHEET AS AT 31st March, 2020

Particulars	Note No.	As At 31 st March, 2020 (₹ in Lacs)	As At 31 st March, 2019 (₹ in Lacs)
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	3	52,610.10	56,736.12
b) Capital work in progress		1,719.32	2,404.21
c) Investment Property	4	3,623.23	1,547.72
d) Other Intangible assets	5	--	--
e) Financial Assets			
i) Investments	6a	9,058.06	9,187.57
ii) Loans	6b	1,400.12	1,326.27
f) Other non current assets	7	40.63	154.17
Total Non-Current Assets		68,451.46	71,356.06
Current Assets			
a) Inventories	8	59,387.59	65,896.10
b) Financial Assets			
i) Trade receivable	9a	20,355.40	24,196.08
ii) Cash and cash equivalents	9b	61.76	65.65
iii) Other bank balances	9c	194.37	108.85
iv) Loans	9d	54.92	59.02
v) Other Financial assets	9e	2,979.41	2,808.65
c) Current Tax Assets (Net)	10	260.68	180.41
d) Other Current Assets	11	13,382.44	14,338.21
Total Current Assets		96,676.57	107,652.97
TOTAL ASSETS		165,128.03	179,009.03
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	12	4,003.42	4,003.42
b) Other Equity	13	70,288.07	66,213.26
Total Equity		74,291.49	70,216.68
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	14a	14,392.33	22,959.73
ii) Other Financial Liabilities	14b	177.84	73.17
b) Provisions	15	165.91	573.31
c) Deferred tax liabilities (Net)	16	536.75	1,187.31
d) Other non-current liabilities	17	76.26	--
Total Non-Current Liabilities		15,349.09	24,793.52
Current Liabilities			
a) Financial Liabilities			
i) Current Borrowings	18a	49,799.65	51,406.82
ii) Trade Payables	18b	14,692.75	17,955.83
iii) Other Financial Liabilities	18c	8,959.30	12,640.69
b) Other Current Liabilities	19	2,033.11	1,988.71
c) Provisions	20	2.64	6.78
Total Current Liabilities		75,487.45	83,998.83
TOTAL EQUITY AND LIABILITIES		165,128.03	179,009.03

The accompanying notes form an integral part of these financial statements 1 to 48

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES
Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2020

Particulars	Note No.	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
INCOME			
Revenue from Operations	21	157,272.70	186,616.24
Other Income	22	1,221.16	1,258.38
Total Revenue		158,493.86	187,874.62
EXPENSES			
Cost of Materials Consumed	23	79,876.36	101,033.80
Purchases of stock-in-trade	24	2,811.38	8,004.63
Change in inventories of Finished Goods, Work-in-Progress and stock in trade	25	7,383.98	312.88
Employee Benefit Expense	26	17,668.47	19,799.57
Finance Costs	27	6,469.41	6,711.84
Depreciation and Amortisation Expense	3,4,5	7,097.98	7,858.34
Other Expenses	28	40,432.56	45,240.93
Total Expenses		161,740.14	188,961.99
Profit/(Loss) Before Share of Profit/(Loss) of Associate, Exceptional Items and Tax		(3,246.28)	(1,087.37)
Share of Profit/(Loss) of equity accounted investments		1.38	(12.02)
Profit/(Loss) Before Exceptional Items and Tax Exceptional Items		(3,244.90)	(1,099.39)
Foreign Exchange Hedging Loss (Net of Premium Receipts)		--	665.01
Loss Before Tax		(3,244.90)	(1,764.40)
Tax expense	29		
1) Current tax		3.00	4.87
2) Deferred tax		(777.45)	401.21
Loss After Tax for the period		(2,470.45)	(2,170.48)
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
i) Re-measurement gains (losses) on defined benefit plans		363.17	385.97
Income tax effect on the above		(126.90)	(134.87)
(ii) Net Gain/(loss) on FVOCI equity instruments		(0.11)	(484.67)
Income tax effect on the above		--	(195.08)
Total Other Comprehensive Income/(Loss)		236.16	(428.65)
Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the year)		(2,234.29)	(2,599.13)
Basic and diluted earnings per equity share (Face value of equity share ₹10 each)	36	(6.20)	(5.45)

The accompanying notes form an integral part of these financial statements 1 to 48

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES
Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

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Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2020

Particulars	2019-20 (₹ in Lacs)	2018-19 (₹ in Lacs)
(A) Cash Flow from Operating Activities		
Net Loss before Tax	(3,244.90)	(1,764.40)
Adjustment for:		
Depreciation	7,097.98	7,858.34
Power & fuel Exp	71.69	13.82
Other Income	(145.43)	(47.74)
Diminution in value of investment	315.38	--
Rent	6.26	6.26
Remeasurement of defined benefit plan	363.17	385.97
Sundry balances written back (Net)	(33.49)	(5.85)
Profit on sale of Property, Plant and Equipment (Net)	(342.27)	(399.93)
Profit on sale of Investment	--	(7.85)
Dividend Received	--	(38.56)
Interest Income	(303.58)	(666.84)
Rent Income	(358.69)	(41.63)
Interest Expense	6,469.41	6,711.84
Foreign Exchange Hedging Loss (Net of Premium Receipts)	--	665.01
Share of (Profit)/Loss of associates	(1.38)	12.02
Operating Profit before Working Capital Changes	9,894.15	12,680.46
Adjustment for:		
Trade & other receivable	4,497.20	(5,875.30)
Inventories	6,508.51	14,391.97
Trade Payables	(3,571.96)	(630.96)
Cash Generated from operations	17,327.90	20,566.17
Direct Taxes Paid	(80.27)	(274.46)
Net Cash from Operating Activities	17,247.63	20,291.71
(B) Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment (Inc. investment property)	(5,590.49)	(8,507.96)
Sale of Property, Plant and Equipment (Inc. investment property)	1,570.18	808.94
Sale of Investment	--	4,100.00
Dividend Received	--	38.56
Interest Received	303.58	666.84
Rent Income	358.69	41.63
Net cash used in Investing Activities	(3,358.04)	(2,851.99)
(C) Cash Flow from Financing Activities		
Interest Expenses	(6,338.76)	(6,711.84)
Foreign Exchange Hedging Loss (Net of Premium Receipts)	--	(665.01)
Dividend paid	(0.21)	(19.63)
Proceeds from Long Term Borrowings (Net)	(9,828.58)	(10,626.62)
Changes in Working Capital Borrowings	(1,607.18)	(6,079.38)
Issue of Preference Share	3,900.00	6,720.00
Preference Share Issue expenses	(18.75)	(63.75)
Net Cash used in Financing Activities	(13,893.48)	(17,446.23)
Net Change in Cash & Cash Equivalents (A+B+C)	(3.89)	(6.51)
Opening Cash & Cash Equivalents	65.65	72.16
Closing Cash & Cash Equivalents	61.76	65.65

Notes : 1. Previous year's figures have been regrouped/rearranged wherever considered necessary, to make them comparable with current year's figures.
2. Figures in brackets represent deduction.
3. Refer Note no-45, debt reconciliation as per Ind AS-7 "Statement of Cash Flows".

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES

Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



Consolidated Statement of Changes in Equity for the Year ended 31st March 2020

Particulars	2019-20		2018-19						
	₹ in Lacs)		₹ in Lacs)						
A. Equity Share Capital									
Balance at the beginning of the reporting year		4,003.42		4,003.42					
Changes in Equity Share Capital during the reporting year		–		–					
Balance at the closing of the reporting year		<u>4,003.42</u>		<u>4,003.42</u>					
B. Other Equity									
	Reserve & Surplus								
Particulars	Security Premium	Capital Reserve	Capital Redemption Reserve	Contingent Liability Reserve	Corporate Social Responsibility Reserve	General Reserve	Retained Earnings	Equity Component of compound Financial Instruments (Preference Share)	Total
Balance as at 1st April, 2018 (a)	33,454.08	9,474.86	1,925.00	754.90	68.52	20,801.54	--	--	66,478.90
Loss for the year	--	--	--	--	--	--	(2,170.48)	--	(2,170.48)
Remeasurement gain/(loss) on Defined benefit plan	--	--	--	--	--	--	251.10	--	251.10
Other Comprehensive Income/(Loss)	--	--	--	--	--	--	(679.75)	--	(679.75)
Total Comprehensive Income for the year (b)	--	--	--	--	--	--	(2,599.13)	--	(2,599.13)
CSR Expense / Spent	--	--	--	--	(95.52)	--	--	--	(95.52)
Equity component of preference share	--	--	--	--	--	--	--	2,429.01	2,429.01
Transfer to corporate social responsibility reserve	--	--	--	--	--	--	(110.25)	--	(110.25)
Transfer from contingency liability reserve	--	--	--	--	--	754.90	--	--	754.90
Transfer from Capital redemption reserve	--	--	--	--	--	1,925.00	--	--	1,925.00
Transfer from Capital reserve	--	--	--	--	--	9,474.86	--	--	9,474.86
Transfer from Retained Earning	--	--	--	--	110.25	(2,709.38)	--	--	(2,599.13)
Transfer to General Reserve	--	(9,474.86)	(1,925.00)	(754.90)	--	--	2,709.38	--	(9,445.38)
Total (c)	--	(9,474.86)	(1,925.00)	(754.90)	14.73	9,445.38	2,599.13	2,429.01	2,333.49
Balance as at 31st March, 2019 (d) = (a+b+c)	33,454.08	--	--	--	83.25	32,246.92	--	2,429.01	66,213.26
Loss for the year	--	--	--	--	--	--	(2,470.45)	--	(2,470.45)
Remeasurement gain/(loss) on Defined benefit plan	--	--	--	--	--	--	236.27	--	236.27
Other Comprehensive Income/(Loss)	--	--	--	--	--	--	(0.11)	--	(0.11)
Total Comprehensive Income for the year (e)	--	--	--	--	--	--	(2,234.29)	--	(2,234.29)
CSR Expense/Spent	--	--	--	--	(83.59)	--	--	--	(83.59)
Equity component of preference share	--	--	--	--	--	--	--	6,392.69	6,392.69
Transfer of corporate social responsibility reserve	--	--	--	--	--	--	(68.14)	--	(68.14)
Transfer from Retained Earning	--	--	--	--	68.14	(2,302.43)	--	--	(2,234.29)
Transfer to General Reserve	--	--	--	--	--	--	2,302.43	--	2,302.43
Total (f)	--	--	--	--	(15.45)	(2,302.43)	2,234.29	6,392.69	6,309.10
Balance as at 31st March, 2020 (g) = (d+e+f)	33,454.08	--	--	--	67.80	27,944.49	--	8,821.70	70,288.07

As per our separate report of even date attached

For and on behalf of the Board

For K R AGGARWAL & ASSOCIATES
Chartered Accountants
FRN : 030088N

Vivek Aneja
Partner
M.No. : 544757
Place : Ludhiana
Dated : 30th June, 2020

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00498670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

1. Background

Nahar Industrial Enterprises Limited (the "Company") incorporated in 1983 is engaged in the business of Textiles and Sugar in India. The company is a public Limited company domiciled in India under the provision of companies Act, 1956. Its shares are listed in recognized stock exchange BSE/NSE of India. The registered office of the company is located in Focal Point, Ludhiana.

Note: 2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Company consisting of Nahar Industrial Enterprises Limited (the 'Company').

(a) Basis of Preparation**(i) Compliance with Ind AS**

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

The financial statements of the company have been prepared on going concern basis and historical cost basis except certain financial assets and liabilities measured at fair value and defined benefit plans-assets measured at fair value.

The Accounting policies have been consistently applied expect where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting Policy hitherto in use.

(ii) Historical Cost Convention

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

- (a) Derivative Financial Instruments measured at fair value
- (b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and
- (c) Employee's Defined Benefit Plan as per actuarial valuation

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to two decimal places to the nearest lacs as per the requirement of division II of Schedule III, unless otherwise stated.

(iv) Application of New Accounting Pronouncements

The MCA has carried out amendments to the following accounting standards. The effect on adoption of the same have been evaluated by the company on its financial statements and accordingly the companies have updated its respective accounting policies .

- (a) IndAs116 - Leases
- (b) IndAs 12- Income Taxes
- (c) Ind AS 19- Employee Benefits
- (d) Ind AS 23- Borrowing Cost

(b) Principle of consolidated and equity accounting**i) Associates**

Associates are all entities over which the company has significant influence but not control or joint control. This is generally the case where the company holds between 20% and 50% of the voting rights. Investment in associates are accounted for using the equity method of accounting (see (ii) below), after initially being recognized at cost. The financial Statements of Investee companies have been prepared as per I-GAAP accounting principal.

ii) Equity method

Under the equity method of accounting the investments are initially recognized at cost and adjusted thereafter to recognize the company's share of the post-acquisition profit or losses of the investee in profit and loss.

When the company's share of losses in an equity-accounted investment equals or exceeds its interests in the entity, including any other unsecured long-term receivables, the company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investment are tested for impairments in accordance with the policy described in note 2 (h) below.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

c) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial assets take in to account a market participant's ability to generate economic benefits by using the assets in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in unquoted equity shares Financial instruments
- Financial instruments

(d) Current versus non-current classification

All assets and liabilities have been classified as current or non current as per company's normal operating cycle and other criteria set out in the division II of Schedule III to the Act.

(e) Property, plant and equipment

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

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written Down Value Method to allocate their cost, net of their residual values, over their useful lives except in case of Arham Spinning Mills, Lalru. In case of new projects and major expansion of the existing units undertaken by the Company after 1st April, 2005 till 31st March, 2012, Depreciation charged on the Straight line method. Leasehold land is amortised over period of lease. The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020****(f) Investment properties**

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on the basis of Written Down Value Method based on expected life span of assets which is in accordance with Schedule II of Companies Act, 2013. Significant parts of the property are depreciated separately based on their specific useful lives. Any gain or loss on disposal of investment properties is recognised in profit or loss account

(g) Intangible assets Computer Software

The Company has capitalised computer software in the nature of software licenses as intangible assets and the cost of software is amortized over the period of 4 years, being their expected useful economic life.

(h) Impairment of Non-financial assets

An impairment loss recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost of disposal and value in use. Impairment losses, if any are recognized in the statement of profit & loss. The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

(i) Inventories

Inventories are valued at cost or net realizable value, whichever is lower. However to determine the cost, the following methods are adopted:-

- 1) a) For Raw Material on weighted average method plus direct expenses.
b) For Stores and Spares on weighted average method plus direct expenses
c) For Work - in - Process, cost of Raw Material plus appropriate share of manufacturing expenses /relevant Overheads/conversion cost depending upon the stage of completion.
- 2) For Finished goods, cost of raw material plus conversion costs, packing cost and other overheads incurred to bring the inventories to their present condition and location.
- 3) Further Wastage are valued at net realizable value only

(j) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expense in the period in which they are incurred.

(k) Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as net over the periods necessary to match them on systematic basis to the cost, which it is intended to compensate. When the grant relates to an asset, the government grant related to asset is presented by deducting the grant in arriving at the carrying amount of the asset.

(l) Provisions, Contingent liabilities and Contingent Assets

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

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. A present obligation that arises from past events where it is neither probable that an outflow of resources will be required to settle nor a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(m) Foreign currency translation**Initial Recognition:**

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

(n) Revenue recognition**(i) Revenue arises mainly from the sale of manufactured and traded goods.**

To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue as & when performance obligation(s) are satisfied.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

Sale of goods

Revenue from sale of goods is recognized when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

Rendering of services

Revenue from services is recognized as and when the services are rendered and on the basis of contractual terms with the parties.

(ii) Export Incentives- Export incentives are recognized on post export basis.**(iii) Interest income** - Interest income from debt instruments is recognized using the effective interest rate method.**(iv) Dividend income** - Dividends are recognized in profit or loss only when the right to receive payment is established**(v) Rental Income**- Rental income is accounted for on accrual basis.**(vi) Scrap** (i.e empties, wastage etc. Other than production) is accounted for on sale basis**(vii) Income and other Claims** -Revenue in respect of claims is recognized when no Significant uncertainty exists with regard to the amount to be realised and ultimate Collection thereof .

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020****(o) Leases**

The Company assesses whether a contract is or contains a lease, at inception of a contract. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

The Company recognises a right-of-use asset ("ROU") and a corresponding lease liability at the lease commencement date. The ROU asset is initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company uses an incremental borrowing rate specific to the Company, term and currency of the contract. Generally, the Company uses its incremental borrowing rate as the discount rate.

Short-term leases and leases of low-value assets:

The Company has elected not to recognize ROU assets and lease liabilities for short term leases as well as low value assets and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(p) Income Tax

Income tax expense comprises current income tax and deferred tax.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized

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

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

(q) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand and balances with banks.

(r) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment if any. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(s) Financial instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- The entity's business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company assesses on a forward looking basis the expected credit losses associated with its assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received

Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

(t) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(u) Derivative financial instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately.

(v) Employee benefits**(i) Short term obligations**

Liabilities for wages and salaries, short term compensated absence and ex-gratia including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the balance sheet.

(ii) Post-employment obligations

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

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

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iii) Defined contribution plans

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

(w) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker [CODM]. The Operating Segment is the level at which discrete financial information is available. The CODM allocates

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

resources and assess performance at this level. The Company has Operating segments comprising of Textile, Sugar and Others.

(x) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities when payment is due within 12 months after the reporting period. Long term trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(y) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(z) Earnings per share**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

The profit attributable to owners of the Company

By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

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

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

The weighted average number of additional equity shares that would be outstanding assuming the conversion of all dilutive potential equity shares.

Note: 2.1 Critical estimates and judgements

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

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

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 29
- Estimation of defined benefit obligation – Note 40
- Recognition of deferred tax assets for carried forward tax losses – Note 16

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on Company and that are believed to be reasonable under the circumstances.



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Consolidated Notes to Financial Statements for the year ended 31st March, 2020

3. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Upto 31.03.2019	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Lease hold Land	123.49	--	123.49	31.61	1.25	--	32.86	90.63	91.88
Freehold Land	8,683.81	53.96	8,735.27	--	--	--	--	8,735.27	8,683.81
Building	33,429.28	191.78	33,583.50	17,570.32	987.47	27.60	18,530.19	15,053.31	15,858.96
Plant & Machinery	153,331.02	3,634.13	148,569.64	122,288.00	5,625.85	7,239.75	120,674.10	27,895.54	31,043.02
Furniture & Fixtures	962.77	6.80	955.57	786.39	46.54	12.78	820.15	135.42	176.38
Office Equipment	1,179.26	21.82	1,163.42	1,048.42	48.69	33.81	1,063.30	100.12	130.84
Vehicles	1,870.85	171.48	1,749.72	1,119.62	269.99	239.70	1,149.91	599.81	751.23
TOTAL	199,580.48	4,079.97	194,880.61	142,844.36	6,979.79	7,553.64	142,270.51	52,610.10	56,736.12
Previous Year	195,057.53	10,618.38	199,580.48	140,741.80	7,788.97	5,686.41	142,844.36	56,736.12	54,315.73

4. INVESTMENT PROPERTY

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Upto 31.03.2019	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Freehold Land	591.70	*2.50	594.20	--	--	--	--	594.20	591.70
Building	1,436.02	2,192.89	3,623.98	480.00	118.19	3.24	594.95	3,029.03	956.02
TOTAL	2,027.72	2,195.39	4,218.18	480.00	118.19	3.24	594.95	3,623.23	1,547.72
Previous Year	2,027.72	--	2,027.72	430.36	49.64	--	480.00	1,547.72	1,597.36

* Addition during the year of ₹ 2.50 lacs in Gross block is Transfer from property, plant & equipments.

Amount recognised in profit and loss for investment properties:

Particulars	31st March, 2020
Rental Income	31st March, 2019
Direct operating expenses that generated rental income	346.81
Profit/(loss) from leasing of investment properties	118.19
	49.64
	228.62
	(13.79)

5. OTHER INTANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK		
	As at 01.04.2019	Additions During the Year	As at 31.03.2020	Upto 31.03.2019	Provided during the year	Adjusted/ Written back during the year	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Computer Software	458.31	--	458.31	458.31	--	--	458.31	--	--
TOTAL	458.31	--	458.31	458.31	--	--	458.31	--	--
Previous Year	458.31	--	458.31	438.58	19.73	--	458.31	--	--



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)		As at 31 st March, 2019 (₹ in Lacs)	
6(a). Investments				
(i) Investment in Equity Instrument				
Investment in Associates (Unquoted) (Cost)				
180,000 Fully Paid Up Equity shares of ₹ 100/- each of J.L. Growth Fund Limited (Previous Year 180,000)	1,684.80		1,684.80	
Add: Accumulates profit from Associated Companies	<u>746.51</u>	2,431.31	<u>720.85</u>	2,405.65
250,000 Fully Paid Up Equity shares of ₹ 100 each of Vardhman Investment Limited (Previous Year 250,000)	1,475.00		1,475.00	
Add: Accumulates profit from Associated Companies	<u>207.86</u>	1,682.86	<u>206.69</u>	1,681.69
164,000 Fully Paid Up Equity shares of ₹ 100/- each of Atam Vallabh Financers Limited (Previous Year 164,000)	1,066.00		1,066.00	
Add: Accumulates profit from Associated Companies	<u>133.20</u>	1,199.20	<u>146.34</u>	1,212.34
10,228,441 Fully Paid Up Equity shares of ₹ 10/- each of Cotton County Retail Limited (Previous Year 10,228,444)	3,793.12		3,793.12	
Add: Accumulates profit from Associated Companies	<u>(53.62)</u>	3,739.50	<u>(38.30)</u>	3,754.82
Sub-Total		<u>9,052.87</u>		<u>9,054.50</u>
(ii) Investment in Equity Instrument				
Investments at fair value through OCI				
Investment in others (Quoted)				
12,555 Fully Paid Up Equity Shares of ₹ 10/- each of Pasupati Acrylon Ltd. (Previous Year 12,555)		0.83		0.94
50 Fully Paid Up Equity shares of ₹ 10/- each of Malwa Cotton Spinning Mills Limited (Previous Year 50)		0.02		0.02
Sub- Total		<u>0.85</u>		<u>0.96</u>
(iii) Investment in Equity Instrument				
Investments at fair value through OCI				
Investment in others (Unquoted)				
30,900- Fully paid up Equity shares of ₹ 10/- each of BPL Engineering Ltd. (Previous Year 30,900)		2.80		2.80
22,500- Fully paid up Equity shares of ₹ 10/- each of Pertech Computer Ltd. (Previous Year 22,500)		0.23		0.23
7,700 Fully Paid up Equity shares of ₹ 10/- each of R.S. Petro Chemical Ltd. (Previous Year 7,700)		0.08		0.08



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
3,360- Fully paid up Equity shares of ₹ 100/- each of Nagdevi Trading & Investment Co. Ltd. (Previous Year 3,360)	0.51	0.51
3,558,786- Fully paid up Class-'A' Equity shares of ₹ 10/- each of VS Lignite Power Pvt. Ltd. (Previous Year 3,558,786)	0.36	0.36
One Fully paid up Equity share of ₹ 100/- each of Punjab State Co-operative Bank Ltd. (Previous Year One) (Cost ₹ 100)	--	--
One Fully paid up Equity shares of ₹ 5,000/- each of Krishna Building Owners Association (Previous Year One)	0.05	0.05
Sub-Total	4.03	4.03
(iv) INVESTMENT IN CUMMULATIVE REDEEMABLE PREFERENCE SHARES (Unquoted)		
At Amortised Cost		
3,156,958- Fully paid up Class 'A' 0.01% Cumulative Redeemable Preference Shares ₹10/- each of VS Lignite Power Pvt. Ltd. (Previous Year 3,156,958)	0.31	128.08
Sub-Total	0.31	128.08
Total (i+ii+iii+iv)	9,058.06	9,187.57
1. Market Value of Quoted Investment	0.85	0.96
2. Aggregate amount of Unquoted Investment	9,057.21	9,186.61
3. Aggregate amount of Total Investment	9,058.06	9,187.57
6b. Loans (Unsecured, considered good)		
Security deposits	1,400.12	1,326.27
Total	1,400.12	1,326.27
7. Other Non-Current Assets		
Capital Advances	12.85	12.85
Prepaid Lease Rentals	25.03	31.29
Deferred Power Purchase Cost	--	105.88
Prepaid Expense	2.75	4.15
Total	40.63	154.17

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	As at 31st March, 2020 (₹ in Lacs)	As at 31st March, 2019 (₹ in Lacs)
8. Inventories (As taken, valued and approved by management)		
Raw Materials	20,746.96	21,543.28
Work-in-Progress	4,322.65	5,420.10
Finished Goods	29,023.69	35,310.22
Stores and Spares	5,294.29	3,622.50
Total	59,387.59	65,896.10
8.1 Detail of Inventory-Finished Goods		
Yarn	3,433.66	8,144.46
Fabrics	10,768.63	12,372.66
Sugar	13,496.12	14,179.69
Other	1,325.28	613.41
Total	29,023.69	35,310.22
9a. Trade receivables		
Unsecured, considered good	20,355.40	24,196.08
Total	20,355.40	24,196.08
9b. Cash and cash equivalents		
Balances with banks - current accounts	34.91	30.89
Cash-in-Hand	26.85	34.76
Total	61.76	65.65
9c. Other bank balances		
Unpaid Dividend Account	104.37	104.58
Fixed deposit having original maturity more than 3 months but less than 12 months	90.00	4.27
Total	194.37	108.85
9d. Loans		
Loans to employees	54.92	59.02
Total	54.92	59.02
9e. Other Financial assets		
Other Financial assets	0.85	0.12
Derivaive Asset	--	145.99
Government Grant Receivables	2,978.56	2,662.54
Total	2,979.41	2,808.65
10. Current tax assets (Net)		
Advance/TDS Certificate/Paid	260.68	180.41
Total	260.68	180.41



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
11. Other current assets		
Advances to suppliers	1,977.04	2,523.17
Advances to employees	43.68	60.89
Balance with government authorities	10,605.06	11,065.93
Prepaid expenses	501.64	592.70
Prepaid Lease rentals	6.26	6.26
Deferred Power Purchase Cost	--	13.82
Expense recoverable	248.76	75.44
Total	13,382.44	14,338.21

12. Equity Share Capital		
Authorized:		
50,000,000 Equity Shares of ₹ 10/- each (Previous Year 50,000,000)	5,000.00	5,000.00
12,500,000 Preference Shares of ₹ 10/- each (Previous Year 10,000,000)	12,500.00	10,000.00
Total	17,500.00	15,000.00
Issued, Subscribed and Fully Paid up :		
39,835,141 Equity Shares of ₹ 100/- each (Previous Year 39,835,141)	3,983.51	3,983.51
Add: Share Forfeited Account (Amount originally paid up)	19.91	19.91
Total	4,003.42	4,003.42
10,620,000 Unlisted 5.5% Non-Convertible Non-Cummulative Redeemable Preference Shares of ₹ 100/- each (Previous Year 67,20,000)	*10,620.00	6,720.00
Total	10,620.00	6,720.00

* ₹ 8,821.70 Lacs (Previous Year ₹ 2,429.01 Lacs) shown as Equity Component of Compound financial instruments under the head Other Equity (note no. 13)

* ₹ 1,852.04 Lacs (Previous Year ₹ 4,232.82 Lacs) shown as Liability Component of Compound financial instruments under the head Borrowings (note no. 14a(i))

* ₹ 82.50 Lacs (Previous Year ₹ 63.75 Lacs) being statutory fees paid was reduced and shown as net in Rate & Taxes in note no. 28(b) as per Ind-AS

* ₹ 136.24 Lacs (Previous Year ₹ 5.58 Lacs) shown as interest expense provided under the head finance cost as per Ind-AS (note no. 27)

a. Reconciliation of the number of Shares outstanding :

Equity		
At the beginning of the year	39,835,141	39,835,141
Outstanding at the end of year	39,835,141	39,835,141
Preference		
At the beginning of the year	6,720,000	--
Add: Shares Issued during the year	3,900,000	6,720,000
Outstanding at the end of year	10,620,000	6,720,000

b. Terms/rights attached to Shares:

Equity Shares

The Company has only one class of Equity Shares having Face value of ₹ 10/- each. Holder of Equity Share is entitled to only one vote per share.

Preference Shares

The Company has Issued 5.5% Unlisted Non-Convertible Non-Cummulative Redeemable Preference Shares of the face value of ₹ 100/- each (NCNCRPS).

NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

c. Detail of Shareholders holding more than 5% shares:

Particulars	As At 31st March, 2020		As At 31st March, 2019	
	Number	% of holding	Number	% of holding
Equity Share				
Nahar Capital & Financial Services Ltd.	--	--	9,336,745	23.44
J.L. Growth Fund Ltd.	6,446,456	16.18	3,421,836	8.59
Nahar Poly Films Ltd.	--	--	2,708,800	6.80
Vardhman Investment Ltd.	3,915,131	9.83	2,277,955	5.72
Oswal Woolen Mills Ltd.	2,094,819	5.26	2,094,819	5.26
Nagdevi Trading & Investment Co. Ltd.	2,354,279	5.91	2,273,625	5.71
Kovalam Investment & Trading Co. Ltd.	6,168,408	15.48	2,068,920	5.19
Atam Vallabh Financer Ltd.	3,212,679	8.06	--	--
Vinayak Investor Ltd.	2,773,275	6.96	--	--
Preference Share				
Cotton Country Retail Ltd.	7,620,000	71.75	6,720,000	100.00
Nahar Capital & Financial Services Ltd.	3,000,000	28.25	--	--

Particulars	As at 31 st March, 2020 (₹ in Lacs)		As at 31 st March, 2019 (₹ in Lacs)	
-------------	--	--	--	--

13. Other Equity

Capital Reserve

Balance as per last Balance Sheet	--	--	9,474.86	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>9,474.86</u>	--

Capital Redemption Reserve

Balance as per last Balance Sheet	--	--	1,925.00	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>1,925.00</u>	--

Securities Premium Account

Balance as per last Balance Sheet		33,454.08		33,454.08
-----------------------------------	--	------------------	--	-----------

Contingent Liability Reserve

Balance as per last Balance Sheet	--	--	754.90	--
Less: Transfer to General Reserve	<u>--</u>	--	<u>754.90</u>	--

Equity Component of Compound financial instruments (Preference Shares)

Balance as per last Balance Sheet	2,429.01		--	
Add: Addition during the year	*6,392.69	8,821.70	2,429.01	2,429.01

Corporate Social Responsibility Reserve

Balance as per last Balance Sheet	83.25		68.52	
Add : Transfer from retained earning	68.14		110.25	
Less : Corporate social Responsibility Spent/Expenses	<u>83.59</u>	67.80	<u>95.52</u>	83.25

General Reserve

Balance as per last Balance Sheet	30,246.92		20,801.54	
Add: Transfer from Capital Reserve	--		9,474.86	
Add: Transfer from Capital redumption reserve	--		1,925.00	
Add: Transfer from Contingent Liability Reserve	--		754.90	
Add: Transfer from Retained Earning	<u>(2,302.43)</u>	27,944.49	<u>(2,709.38)</u>	30,246.92

* Included ₹ 3,143.44 lacs due to varied the terms of NCNCRPS for its period of Redemption from 5 years to a period not exceeding 20 years from the date of their issue.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
Retained Earnings		
Balance as per last Balance Sheet	—	—
Add: Loss for the year	(2,470.45)	(2,170.48)
Add: Remeasurement gain/(loss) on defined benefit plan	236.27	251.10
Add: Other Comprehensive income	(0.11)	(679.75)
Less: Transfer to Corporate Social Responsibility Reserve	68.14	110.25
Balance Transferred to General Reserve	(2,302.43)	(2,709.38)
Total	70,288.07	66,213.26
14a. Borrowings		
*Term loans (Secured)		
From Banks	12,540.29	18,726.91
Others Unsecured		
i) Liability component of Compound financial instruments Unlisted 5.5% Non-Convertible Non-Cumulative Redeemable Preference Share (NCNCRPS)	**1,852.04	4,232.82
Total	14,392.33	22,959.73

*There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

** Excluded ₹ 3,143.44 lacs due to varied the terms of NCNCRPS for its period of Redemption from 5 years to a period not exceeding 20 years from the date of their issue.

Repayment terms and security disclosures for the outstanding long-term borrowings (including current maturities) as on 31st March, 2020.

14a.1 Terms of repayment of long term borrowings:

i) Terms of Repayment of term loans

As At 31 st March, 2020 (₹ in Lacs)*	Repayment Period from origination (years)	Installments outstanding as on 31 st March, 2020 No.	Periodicity
1,857.51	6	14	Quarterly
145.92	8	1	Quarterly
3,738.00	8	5	Quarterly
988.36	5	6	Quarterly
68.07	4	1	Quarterly
981.31	5	11	Quarterly
2,968.24	5	11	Quarterly
4,050.00	5	17	Quarterly
3,008.00	5	17	Quarterly
708.27	13.75	53	Quarterly
6.46	5	44	Monthly
30.68	3	23	Monthly
413.61	3	23	Monthly
35.21	3	35	Monthly
13.51	9	1	Monthly
69.07	5	56	Monthly
19,082.23			

* Figures of term loan stated in para 14a .1 (i) includes current maturities of Long term debt shown separately in notes no. 18c and exclude ₹ 12.73 Lacs transaction cost amortised over the period of Term loan.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

- Term Loan from IDBI Bank Limited, State Bank of India, Allahabad Bank, Punjab National Bank, Punjab & Sind Bank, Canara Bank, Bank of Baroda and Corporation Bank are secured by hypothecation as pari-passu first charge on whole of the immovable properties of the Company situated at Village Jalalpur, Chandigarh Ambala Road, Lalru, Distt. Mohali, Industrial Focal Point, Phase-VIII, Village Mundian, Distt. Ludhiana, Village Jaladiwal, Near Raikot, Distt. Ludhiana (Punjab), Village Udaipur / Khljuriwas, Bhiwadi, Distt. Alwar (Rajasthan), Focal Point Phase IV Ludhiana (Punjab) and Village Salana Jeon Singh Wala, Tehsil Amloh, Distt. Fatehgarh Sahib (Punjab) Including the Company's movable Plant and Machinery, Machinery Spares and other moveables both present and future and subject to the charge or charges created or to be created by the Company in favour of its Bankers on its movables and also personally guaranteed by some of the Directors of the Company.
- Term Loan (secured) includes ₹ 568.54 Lacs as vehicle loan taken from Yes Bank, ICICI Bank & HDFC Bank against hypothecation of the respective Vehicles only.
- ii) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.

Repayment terms and security disclosures for the outstanding long-term borrowings (including current maturities) as on 31st March, 2019.

14a.2 Terms of repayment of long term borrowings:

- i) Terms of Repayment of term loans

As At 31st March, 2019 (₹ in Lacs)*	Repayment Period from origination (years)	Installments outstanding as on 31st March, 2019 No.	Periodicity
550.00	3.5	2	Quarterly
550.71	3.5	2	Quarterly
2,194.97	6	18	Quarterly
2,495.38	8	4	Quarterly
300.52	8	4	Quarterly
729.44	8	5	Quarterly
6,397.00	8	9	Quarterly
1,436.58	5	10	Quarterly
136.74	8	3	Quarterly
292.95	5	15	Quarterly
340.31	4	5	Quarterly
1,164.14	5	15	Quarterly
3,530.74	5	15	Quarterly
4,380.00	5	20	Quarterly
3,250.00	5	20	Quarterly
435.90	13.75	55	Quarterly
7.88	5	56	Monthly
44.36	3	35	Monthly
680.62	3	35	Monthly
28,918.24			

* Figures of term loan stated in para 14a .2 (i) includes current maturities of Long term debt shown separately in notes no. 18c and exclude ₹ 20.16 Lacs transaction cost amortised over the period of Term loan.

- Term Loan from IDBI Bank Limited, State Bank of India, Allahabad Bank, Punjab National Bank, Punjab & Sind Bank, Canara Bank, Bank of Baroda and Corporation Bank are secured by hypothecation as pari-passu first charge on whole of the immovable properties of the Company situated at Village Jalalpur, Chandigarh Ambala Road, Lalru, Distt. Mohali, Industrial Focal Point, Phase-VIII, Village Mundian, Distt. Ludhiana, Village Jaladiwal, Near Raikot, Distt. Ludhiana (Punjab), Village Udaipur / Khljuriwas, Bhiwadi, Distt. Alwar (Rajasthan), Focal Point Phase IV Ludhiana (Punjab) and Village Salana Jeon Singh Wala, Tehsil Amloh, Distt. Fatehgarh Sahib (Punjab) Including the Company's movable Plant and Machinery, Machinery Spares and other moveables both present and future and subject to the charge or charges created or to be created by the Company in favour of its Bankers on its movables and also personally guaranteed by some of the Directors of the Company.
- Term Loan (Secured) includes ₹ 732.86 Lacs as vehicle loan taken from Yes Bank & HDFC Bank against hypothecation of the respective Vehicles only.
- ii) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from date of their issue or an earlier date only at the discretion of the company.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
14b. Other Financial Liabilities		
Security deposit	177.84	73.17
Total	177.84	73.17
15. Provisions		
Provision for Gratuity	165.91	573.31
Total	165.91	573.31
16. Deferred Tax Liabilities (net)		
Deferred Tax Liability		
Relating to Property, plant and equipment	2,588.46	2,263.34
Others	208.55	208.93
Deferred Tax Assets		
Disallowance u/s 43B of the Income Tax Act, 1961, brought forward losses and other etc.	2,260.26	1,284.96
Total	536.75	1,187.31
17. Other Non-current Liabilities		
Deferred Income	76.26	--
Total	76.26	--
18a. Current Borrowings		
From Banks		
Loans repayable on demand	49,799.65	51,406.82
Total	49,799.65	51,406.82
18a.1 Working Capital Borrowings are secured by hypothecation of stock of Raw Materials, Work-in-Progress, Finished Goods, Stores and Book Debts and further secured by 2nd pari-passu charge on fixed Assets of the Company and also personally guaranteed by some of the Directors of the Company.		
18b. Trade Payables		
Micro, Small and Medium Enterprises	3,191.65	186.92
Others	11,501.10	17,768.91
Total	14,692.75	17,955.83

18b.1 In response to the letters sent to the suppliers seeking to know the status of their coverage under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED Act) the Company has received replies from some of the suppliers. Disclosures as required under Section 22 of the MSMED Act, 2006 are given below:

(₹ in Lacs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
The Principal amount and the interest due thereon unpaid to any supplier		
- Principal Amount	3,191.65	186.92
- Interest thereon		
The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day	-	-



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
-------------	--	--

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued and remaining unpaid.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

18c. Other Financial Liabilities

Unpaid Dividend	104.37	104.58
Due to Employees	2,204.00	2,364.94
Derivative Liability	121.72	-
Current Maturities	6,529.21	10,171.17
Total	8,959.30	12,640.69

18c.1 Unclaimed Dividend do not include any amount due and outstanding to be credited to Investor's Education and Protection Fund.

19. Other Current Liabilities

Statutory dues payables	399.14	387.80
Advance from customers	530.62	611.05
Deferred Income	12.34	-
Others	1,091.01	989.86
Total	2,033.11	1,988.71

20. Provisions

Provision for Employee Benefits	2.64	6.78
Total	2.64	6.78

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020**

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
21. Revenue from Operations		
Sale of Products	148,515.38	178,170.96
Sale of services	915.37	1,046.74
Miscellaneous sales	6,015.84	6,688.13
Other operating revenue		
Export Incentives	1,826.11	710.41
Total	157,272.70	186,616.24
21.1 Details of Products Sold		
Yarn	58,988.03	89,632.40
Fabrics	72,395.13	74,985.52
Sugar	15,926.15	13,196.12
Others	8,137.28	8,091.79
Total	155,446.59	185,905.83
22. Other Income		
Interest income	303.58	666.84
Dividend Income	--	38.56
Rental Income	358.69	41.63
Profit on sale of Fixed Assets	378.33	411.07
Profit on sale of Investment	--	7.85
Others	180.56	92.43
Total	1,221.16	1,258.38
23. Cost of Materials Consumed		
Opening stock	21,543.28	35,817.57
Add : Purchases (Net)	79,080.04	86,759.51
Less : Closing Stock	20,746.96	21,543.28
Total	79,876.36	101,033.80
23.1 Detail of Cost of Material Consumed		
Fibres	62,105.08	83,053.77
Yarn	3,920.14	3,664.24
Sugarcane	13,264.58	13,151.37
Others	586.56	1,164.42
Total	79,876.36	101,033.80
24. Purchases of stock-in-trade		
Yarn	1,252.91	5,983.43
Fabrics	45.18	349.59
Fibre	1,513.29	1,671.61
Total	2,811.38	8,004.63
25. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Opening Stock		
Work-in-progress	5,420.10	5,370.68
Finished Goods	35,310.22	35,672.52
Total	40,730.32	41,043.20
Less: Closing Stock		
Work-in-progress	4,322.65	5,420.10
Finished Goods	29,023.69	35,310.22
Total	33,346.34	40,730.32
Total	7,383.98	312.88



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
26. Employee Benefits Expense		
Salary, Wages and Other Allowances	15,623.15	17,636.13
Contribution to provident and other funds	1,906.58	2,029.91
Staff welfare expenses	124.77	119.99
Staff Recruitment & Development expenses	13.97	13.54
Total	17,668.47	19,799.57
27. Finance cost		
Interest Expense	5,880.49	6,553.43
MTM loss/(gain) on forward Contracts	267.71	(131.44)
Other Borrowings Cost	321.21	289.85
Total	6,469.41	6,711.84
28. Other expenses		
a. Manufacturing Expenses		
Consumption of Stores, consumables & spare parts	13,311.91	14,550.35
Power and Fuel	20,048.14	24,195.64
Handling and Restacking charges	374.07	376.92
Machinery Repairs and Maintenance	691.32	666.16
Sub Total	34,425.44	39,789.07
b. Administrative & Other Expenses		
Rent	44.31	46.29
Rates & Taxes	199.77	131.98
Insurance	564.37	373.80
Legal & Professional Expenses	276.03	215.15
Travelling & Conveyance*	333.08	287.71
Vehicle Repair & Maintenance	1,728.80	1,745.31
Repairs and Maintenance	268.37	337.20
Payment To Auditor	12.86	14.07
Loss on Sale/Discard of Fixed Assets	36.06	11.14
Diminution in Value of Investment	315.38	--
Directors Remuneration	259.68	259.68
Directors' Meeting Fees	3.90	5.40
Charity & Donation	0.11	0.95
Miscellaneous Expenses	220.80	199.70
Sub Total	4,263.52	3,628.38
*Include Director Travelling of ₹ 55.25 Lacs (Previous Year ₹ 29.34 Lacs)		
c. Selling Expenses		
Forwarding and Octroi	612.09	619.63
Commission & Brokerage	498.57	879.81
Other Selling Expenses	632.94	324.04
Sub Total	1,743.60	1,823.48
Total (a+b+c)	40,432.56	45,240.93
28.1 Payment to Auditors		
As Auditor:		
Audit fee	8.47	9.21
Tax audit fee	3.29	3.29
In other capacity:	0.58	0.91
Reimbursement of expenses	0.52	0.66
Total	12.86	14.07



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
29. Tax Expense		
Current Tax	3.00	4.87
Deferred Tax	(777.45)	401.21
Total	(774.45)	406.08
29.1 Reconciliation of tax liability of book profit/(Loss) vis-a-vis actual Tax Liability		
Accounting Loss Before Tax	(3,244.90)	(1,764.40)
Enacted Tax Rate	34.944%	34.944%
Current Tax Income	(1,133.90)	(612.55)
Less : Reversal of deferred tax on temporary differences etc.	(359.45)	(1,022.63)
Income Tax Expenses reported in the Statement of Profit & Loss	(774.45)	406.08

30. CONTINGENT LIABILITIES NOT PROVIDED FOR :

- a) Letter of Credits in favour of suppliers and others ₹ 4,750 Lacs (Previous Year ₹ 6,369.95 Lacs)
- b) Bank Guarantees in favour of suppliers and others ₹ 808.79 Lacs (Previous Year ₹ 1,189.87 Lacs)
- c) Sales tax demands against which the company has preferred appeals ₹ 57.74 Lacs (Previous Year ₹ 57.74 Lacs)
- d) Income tax demands against which the company has preferred appeals ₹ 1,288.62 Lacs (Previous Year ₹ 1,308.26 Lacs.)
- e) The Central Excise Authorities have issued show cause notices to the Company for ₹ 929.85 Lacs on various matters under the Central Excise Rules (Previous Year ₹ 571.84 Lacs). The Company has filed suitable reply with the concerned authorities.
- f) The Company has executed bonds / legal undertakings for an aggregate amount of ₹ 1,134.10 Lacs (Previous Year ₹ 1,134.10 Lacs) in favour of the President of India for fulfilment of its obligation under the rules made Central Excise Act, 1944 and Customs Act, 1962.
- g) Claims of ₹ 3,967.49 Lacs (Previous Year ₹ 3,825.21 Lacs) lodged against the company on various matters are not acknowledged as debts. The company has filed suitable replies with the concerned authorities.
- h) Employees State Insurance corporation has raised demand of ₹ 124.62 Lacs (Previous Year ₹ 124.62 Lacs) The Company deposited ₹ 94.64 Lacs (Previous Year ₹ 94.64 Lacs) against the said demand .The company has filed the Civil Suit before the Civil Judge (Sr. Div.), ESI Court , Ludhiana
- i) Advances recoverable amount includes ₹ 609.56 Lacs on account of GST paid under protest as mentioned in the Note No. 32 (i) in last year's balance sheet.
- j) Company's share of contingencies of ₹ 7.39 Lacs (Previous Year ₹ 14.39 Lacs) in its associates for which the company is also contingently liable.

31. Capital Commitment

Estimated amount of contracts in capital account (net of advances/LC issued) remaining to be executed and not provided for ₹ 59.72 Lacs (Previous Year ₹ 1,828.70 Lacs).

32. The Company has undertaken export obligations of ₹ 24,166.95 Lacs (Previous Year ₹ 20,676.59 Lacs) to export goods against the issuance of Import Licenses / Advance Licenses for the Import of Capital Goods and Raw Materials. Out of this, export obligations of ₹ 22,587.26 Lacs (Previous Year ₹ 19,096.90 Lacs) have been fulfilled up to 31 March, 2020.
33. In March, 2020, World Health Organisation (WHO) had declared the outbreak of Novel Coronavirus "Covid-19" as a pandemic. This pandemic has severely impacted business around the globe. In many countries, including India, there has been severe disruptions to regular business operations. Complying with the directives of Government, the office premises & plants of the Company has been under lockdown, resulting thereto, the operations for the month of March, 2020 have been impacted. The company is monitoring the situation closely and the overall impact on the business of the company will depend on future developments which cannot be reliably predicted.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Given the uncertainty of quick turnaround to normalcy, post lifting of the lockdown, the company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in its ability to meet its financial obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

Pursuant to the relaxed guidelines, the company has now resumed its manufacturing operations as allowed in keeping with Government advisories. Since the situations are continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial results and management will continue to monitor any material changes arising due to the impact of this pandemic on the financial and operational performance of the Company and take necessary measures to address the situation.

- 34.** In the opinion of the Board of Directors, the Current Assets and Loans & Advances have a value on realization in the ordinary course of business at least equal to the value at which they are stated in the foregoing Balance Sheet, unless stated otherwise.
- 35.** Export/domestic bills discounted during the year under Letter of Credit outstanding as on 31.03.2020 for ₹ 1,211.48 Lacs (Previous Year ₹ 4,020.99 Lacs) have been reduced from Bank Borrowings and correspondingly from Sundry Debtors.
- 36. Earnings Per Share (EPS) (Ind AS-33)**

Particulars	2019-20	2018-19
Loss after Tax (₹ in Lacs)	(2,470.45)	(2,170.48)
Weighted average no. of ordinary shares	39,835,141	39,835,141
Weighted average no. of diluted shares	39,835,141	39,835,141
Nominal value of ordinary share (₹)	10.00	10.00
Basic / Diluted Earning Per Share (₹)	(6.20)	(5.45)

37. Segment Information as required by Ind AS-108 “Operating Segments” issued by the ICAI and compiled on the basis of the financial statements is as under :- (₹ in Lacs)

	Textile		Sugar		Others		Total	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Segment Revenue								
Total Revenue	137,948.05	172,056.39	18,118.77	14,513.84	24.64	129.27	156,091.46	186,699.50
Less: Inter Segment Revenue							644.87	793.67
Net Revenue							155,446.59	185,905.83
Segment Results								
Profit/ (Loss) before interest, exceptional items & tax	1,023.19	6,018.87	2,768.33	(89.60)	(567.01)	(316.82)	3,224.51	5,612.45
Less: Interest							6,469.41	6,711.84
Profit/(Loss) before Exceptional items & tax							(3,244.90)	(1,099.39)
Less: Exceptional items							--	665.01
Profit / (Loss) Before tax							(3,244.90)	(1,764.40)
Segment Assets	124,954.50	140,731.09	19,624.04	18,418.66	20,549.50	19,859.28	165,128.03	179,009.03
Segment Liabilities	55,026.15	59,182.44	13,521.84	14,286.91	830.26	1,004.79	69,378.25	74,474.14
Capital Employed								
Segment Assets-Segment Liabilities	69,928.35	81,548.65	6,102.20	4,131.75	19,719.24	18,854.49	95,749.79	104,534.89



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

- 38. Related Party Disclosures as required by IND AS-24 issued by the ICAI are as under:-**
- (a) Disclosure of Related Parties and relationship between the parties.
- Associates:** J.L. Growth Fund Limited*, Vardhman Investment Limited, Atam Vallabh Financers Limited, Cotton County Retail Limited*
 - Key Management Personnel:** Sh. Jawahar Lal Oswal (Chairman), Sh. Kamal Oswal (Vice Chairman-cum-Managing Director), Sh. Dinesh Oswal (Non-Executive Director), Sh. Dinesh Gogna (Non-Executive Director), Sh. Navdeep Sharma (Non-Executive Director), Dr. (Mrs.) H.K. Bal (Non-Executive Director), Dr. A.S. Sohi (Non-Executive Director), Sh. A.S. Chatha, IAS (Retd) (Non-Executive Director), Dr. Vijay Ashdir (Non-Executive Director), Dr. Suresh Kumar Singla (Non-Executive Director), Sh. Bharat Bhushan Gupta (Chief Financial Officer), Sh. Mukesh Sood (Company Secretary)
 - Relatives of Key Management Personnel:** Mrs. Abhilash Oswal, Mrs. Manisha Oswal, Mrs. Ruchika Oswal, Mrs. Monika Oswal, Mr. Rishab Oswal, Mr. Abhinav Oswal
 - *Enterprises in which Key Management Personnel and relative of such personnel is able to exercise significant influence or control:** Oswal Woollen Mills Ltd., Nahar Spinning Mills Ltd., Nahar Capital and Financial Services Ltd., Monte Carlo Fashion Limited, Nahar Poly Films Limited, Hug Foods Pvt. Ltd., Oswal Foundation (Regd.), Abhilash Growth Fund Pvt. Ltd, Nahar Industrial Infrastructure Corporation Ltd., Amlon Industries Ltd.
- b) Detail of transactions entered into with related parties during the year :

Particulars	Associates		Key Management Personnel		Enterprises in which Key Manager Personnel and relative of such personnel is able to exercise significant influence or control		Relative of Key Management Personnel	
	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019	31 st March 2020	31 st March 2019
Purchase of goods	58.87	1.60	--	--	5,890.27	13,526.88	--	--
Sales of Goods	5.71	1,731.74	--	--	14,005.33	15,563.77	--	--
Purchase of fixed assets	1.63	0.62	--	--	33.42	3.18	--	--
Sale of fixed assets	--	--	--	--	88.96	49.25	--	--
Freight Income	--	0.02	--	--	561.54	704.37	--	--
Sale of FMP/FMS license	--	--	--	--	328.13	159.20	--	--
Processing charges received	--	--	--	--	73.64	62.64	--	--
Interest Expenses	--	--	--	--	9.61	133.30	--	--
Interest Received	--	--	--	--	0.54	0.36	--	--
Rent received	7.08	14.75	15.00	15.00	1.42	1.77	--	--
Rent paid	25.72	25.72	--	--	--	--	--	--
Reimbursement of Expenses Received	5.83	103.98	--	--	425.56	117.89	--	--
Reimbursement of Expenses Paid	--	--	--	--	31.15	17.30	--	--
Sale of Investment	--	1,250.00	--	--	--	2,850.00	--	--
Dividend received	--	--	--	--	--	38.56	--	--
Security Paid	--	400.00	--	--	--	--	--	--
Issuance of Preference Share	900.00	6,720.00	--	--	3,000	--	--	--
Director Meeting Fee	--	--	4.60	6.37	--	--	--	--
Remuneration	--	--	--	--	--	--	58.12	53.70
Loan received	--	493.67	--	--	1,150.00	2,000.00	--	--
Loan Paid	--	6,765.00	--	--	1,150.00	2,000.00	--	--
Corporate Social Responsibility (CSR) Activities	--	--	--	--	83.25	68.52	--	--
Balance Receivable / (Payable) (net)	(51.31)	45.29	--	--	247.49	960.50	--	--

* Related parties with whom transaction has taken place during the year.

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020****Remuneration of KMP**

Particulars	Current Year (₹ in Lacs)	Previous Year (₹ in Lacs)
i) Short Term benefits	314.50 #	299.69 #
ii) Post Employment Benefits	46.30	43.40
Total	360.80	343.09

Included Remuneration paid to Vice Chairman-cum-Managing Director of ₹ 262.15 Lacs during the current year and ₹ 261.57 Lacs during the previous year

39. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

40. Post Retirement Benefits Plan (Ind AS 19)

Defined Benefit Plan

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

Particulars	31st March 2020 (₹ in Lacs)	31st March 2019 (₹ in Lacs)
Changes in defined benefit obligation		
Present value obligation as at the start of the year	3,117.36	3,218.71
Interest cost	204.77	223.60
Current service cost	399.34	434.59
Actuarial loss/(gain) - Experience Changes	148.02	(241.53)
Actuarial loss / (gains) Financial Assumption	(497.08)	(123.70)
Benefits paid	(466.58)	(394.31)
Present value obligation as at the end of the year	2,905.83	3,117.36
Change in fair value of plan assets		
Fair value of plan assets as at the start of the year	2,544.05	2,293.34
Interest income on plan assets	180.67	171.86
Employer Contributions	467.67	452.42
Return on plan assets greater/(lesser) than discount Rates	14.11	20.74
Benefits paid	(466.58)	(394.31)
Fair value of plan assets as at the end of the year	2,739.92	2,544.05
Breakup of Actuarial gain/loss:		
Actuarial (gain)/loss on arising from change in financial assumption	(497.08)	(123.70)
Actuarial (gain)/loss on arising from experience adjustment	148.02	(241.53)
Return on plan assets (greater)/less than discount rate	(14.11)	(20.74)
	(363.17)	(385.97)
Net Asset/(Liability) recognized in Balance Sheet		
Present value obligation as at the end of the year	2,905.83	3,117.36
Fair value of plan assets as at the end of the year	2,739.92	2,544.05
Net Asset/(Liability) in Balance Sheet	(165.91)	(573.31)



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	As at 31 st March, 2020 (₹ in Lacs)	As at 31 st March, 2019 (₹ in Lacs)
Amount recognized in the statement of profit and loss		
Current service cost	399.34	434.59
Interest cost	204.77	223.60
Interest Income on plan assets	(180.67)	(171.86)
	423.44	486.33
(Income)/Expense recognized in the statement of profit and loss		
Remeasurements recognized in the statement of Other Comprehensive Income (OCI)		
Experience Adjustments	148.02	(241.53)
Changes in Financial Assumptions	(497.08)	(123.70)
Return on plan assets (greater)/lesser than discount Rates	(14.11)	(20.74)
	(363.17)	(385.97)
Net Loss/(Gain) recognized in other comprehensive income		
Plan assets information		
Insurer Manage Funds	100%	100%
Actuarial assumptions		
Discount rate	6.30%	7.10%
Salary Escalation Rate	0% for the year starting April 2020 and 5% thereafter	8.00%
Employee turnover Rate	12.00%	12.00%
<p>These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.</p>		
Sensitivity analysis for gratuity liability		
The sensitivity of the overall plan obligations to changes in the weighted key assumptions are :		
Impact of the change in discount rate		
a) Impact due to increase of 0.50%	(73.32)	(88.35)
b) Impact due to decrease of 0.50%	77.30	93.55
Impact of change in salary Escalation Rate		
a) Impact due to increase of 0.50%	76.70	89.67
b) Impact due to decrease of 0.50%	(61.35)	(86.02)
Impact of change in Employee turnover Rate		
a) Impact due to increase of 0.50%	27.33	(64.76)
b) Impact due to decrease of 0.50%	(56.02)	90.27

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the reporting period.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Weighted average duration of defined plan obligation (based on discounted cash flow)

Gratuity	6 Years	6 Years
The following are the expected future benefits payments for the defined benefit plan :		(₹ in Lacs)

Particulars	31st March 2020	31st March 2019
Description		
March 31, 2020	--	482.60
March 31, 2021	546.25	415.40
March 31, 2022	394.12	418.63
March 31, 2023	422.23	466.22
March 31, 2024	463.85	530.67
March 31, 2025	440.77	--
March 31, 2025 to March 31, 2029	--	2,843.48
March 31, 2026 to March 31, 2030	2,385.02	--

41. Fair Value Measurement

(a) Financial Instruments by category and hierarchy

For amortised cost instruments, carrying value represents the best estimate of fair value. **(₹ in Lacs)**

Particulars	As At 31st March, 2020			As at 31st March, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investment						
- Equity instruments	--	4.88	--	--	4.99	--
- Preference Share	--	--	0.31	--	--	128.08
Loans (Non Current)	--	--	1,400.12	--	--	1,326.27
Trade receivables	--	--	20,355.40	--	--	24,196.08
Cash and cash equivalents	--	--	61.76	--	--	65.65
Other Bank Balance	--	--	194.37	--	--	108.85
Loans (Current)	--	--	54.92	--	--	59.02
Other financial assets	--	--	2,979.41	145.99	--	2,662.66
Total Financial Assets	--	4.88	25,046.29	145.99	4.99	28,546.61

Particulars	As At 31st March, 2020			As at 31st March, 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial liabilities						
Borrowings (Non current)	--	--	14,392.33	--	--	22,959.73
Security deposit	--	--	177.84	--	--	73.17
Borrowings (Current)	--	--	49,799.65	--	--	51,406.82
Trade payable	--	--	14,692.75	--	--	17,955.83
Unpaid dividend	--	--	104.37	--	--	104.58
Due to Employees	--	--	2,204.00	--	--	2,364.94
Derivative Liability	121.72	--	--	--	--	--
Current Maturities	--	--	6,529.21	--	--	10,171.17
Total Financial Liabilities	121.72	--	87,900.15	--	--	105,036.24



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

(b) Fair value hierarchy

The Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level follows under the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements (₹ in Lacs)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Equity instruments	0.85	--	4.03	0.96	--	4.03
Other Financial Asset (Derivative Asset)	--	--	--	145.99	--	--
Total	0.85	--	4.03	146.95	--	4.03
Financial liabilities						
Derivative Liability	121.72	--	--	--	--	--
Total	121.72	--	--	--	--	--

Financial assets and liabilities measured at amortised cost for which fair values are disclosed (₹ in Lacs)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Preference Share	--	--	0.31	--	--	128.08
Loans (Non Current)	--	--	1,400.12	--	--	1,326.27
Trade receivables	--	--	20,355.40	--	--	24,196.08
Cash and cash equivalents	--	--	61.76	--	--	65.65
Other Bank Balance	--	--	194.37	--	--	108.85
Loans (Current)	--	--	54.92	--	--	59.02
Other financial assets	--	--	2,979.41	--	--	2,662.66
Total Financial assets	--	--	25,046.29	--	--	28,546.61

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial liabilities						
Borrowings (Non current)	--	--	14,392.33	--	--	22,959.73
Security deposit	--	--	177.84	--	--	73.17
Borrowings (Current)	--	--	49,799.65	--	--	51,406.82
Trade payable	--	--	14,692.75	--	--	17,955.83
Unpaid dividend	--	--	104.37	--	--	104.58
Due to Employees	--	--	2,204.00	--	--	2,364.94
Current Maturities	--	--	6,529.21	--	--	10,171.17
Total Financial Liabilities	--	--	87,900.15	--	--	105,036.24



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(c) Fair value of financial assets and liabilities measured at amortised cost (₹ in Lacs)

Particulars	As At 31 st March, 2020		As At 31 st March, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Preference Share	0.31	0.31	128.08	128.08
Loans	1,400.12	1,400.12	1,326.27	1,326.27
Total	1,400.43	1,400.43	1,454.35	1,454.35
Financial liabilities				
Borrowings	14,392.33	14,392.33	22,959.73	22,959.73
Security deposit	177.84	177.84	73.17	73.17
Total	14,570.17	14,570.17	23,032.90	23,032.90

The carrying amounts of trade receivables, other financial assets & liabilities, trade payables, other bank balances and cash and cash equivalents are considered to be the same as their fair values, due to short term nature. The fair values for loans, security deposits and investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk. The fair values of non-current borrowings are based on discounted cash flows using a current borrowings rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

42. Financial risk management objectives and policies

The Company's principle financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investments, loans, trade and other receivables, cash & cash equivalents and other bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in foreign currencies.

a) 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 interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates.

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Variable rate borrowings	68,869.15	80,304.90
Fixed rate borrowings	1,852.04	4,232.82
Total	70,721.19	84,537.72

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at 31st March 2020 (₹ in Lacs)	As at 31st March 2019 (₹ in Lacs)
Increase by 50 basis points	(344.35)	(401.52)
Decrease by 50 basis points	344.35	401.52

b) Foreign currency risks

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure in foreign currency is in Trade payables denominated in foreign currency. The Company is not restricting its exposure of risk in change in exchange rates.

(i) Particulars of unhedged foreign currency exposure as the reporting date

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Trade Payable		
-USD	170.30	76.56
-EUR	4.33	21.03
-JPY	--	--
-CHF	0.82	11.23



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in foreign currency exchange rates. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	As at 31st March 2020 (₹ in Lacs)	Effect on Profit Before Tax	
		As at 31st March 2019 (₹ in Lacs)	
USD Sensitivity			
Decrease by 5%	8.52	3.83	
Increase by 5%	(8.52)	(3.83)	
EUR Sensitivity			
Decrease by 5%	0.22	1.05	
Increase by 5%	(0.22)	(1.05)	
CHF Sensitivity			
Decrease by 5%	0.04	0.56	
Increase by 5%	(0.04)	(0.56)	

ii) Foreign Currency Exposure (Forward Booking)

The foreign currency exposure of the Company as on reporting date is as under. The company does not use forward contracts for speculative purpose.

Category wise Quantitative Data Type Contract	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Forward contracts against Exports (US \$)	3,073.92	2,724.04
Forward contracts against imports (US \$)	--	609.82

(B) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk on reporting date
- (ii) Moderate credit risk
- (iii) High credit risk



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Financial assets that expose the entity to credit risk:

Particulars	As At 31st March 2020 (₹ in Lacs)	As At 31st March 2019 (₹ in Lacs)
Low credit risk on reporting date		
Investments	9,058.06	9,187.57
Loans(non-current)	1,400.12	1,326.27
Trade receivables	20,355.40	24,196.08
Cash and cash equivalents	61.76	65.65
Other bank balances	194.37	108.85
Loans(current)	54.92	59.02
Other financial asset	2,979.41	2,808.65
Total	34,104.04	37,552.09
Moderate credit risk	--	--
High credit risk	--	--

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Credit risk related to trade receivables are mitigated by taking Credit insurance for domestic sales/letter of credit for export sales, which results in low credit risk. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The company assesses increase in credit risk on an ongoing basis for amount receivable that become past due and default is consider to have occurred when amount's receivable become 365 days past due.

Gross carrying amount of trade receivables

Particulars	As At 31st March 2020	As At 31st March 2019
(₹ in Lacs)		
Ageing		
Not due	17,689.53	22,219.50
0-60 days past due	1,763.38	1,136.92
61-120 days past due	276.43	224.99
121-180 days past due	177.69	141.13
181-365 days past due	190.23	278.78
More than 365 days past due	258.14	194.76
Total	20,355.40	24,196.08

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

(C) Liquidity risk

The Company monitors its risk of a shortage of funds by estimating the future cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders. The Company has access to the following undrawn borrowing facilities at the end of the reporting periods -



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

(₹ in Lacs)

Particulars	As At 31st March 2020	As At 31st March 2019
Floating rate		
(a) Expiring within one year (Bank overdraft and other facilities)		
Secured : Cash credit facilities	13,200.35	11,593.19
(b) Expiring beyond one year (Bank loans)		
Secured : Term loan from banks	--	426.10

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

(₹ in Lacs)

Particulars	0-1 Years	1 to 2 Years	2 to 5 Years	More than 5 Years	Total undiscounted contractual cash flows	Carrying amount of liabilities
Year ended 31 March 2020						
Contractual maturities of borrowings	56,328.85	5,770.20	6,355.18	427.65	68,881.88	68,869.15
5.5% Non convertible no cumulative	--	--	--	10,620.00	10,620.00	1,852.04
Redeemable Preference Share (Unsecured)						
Contractual maturities of trade payable	14,692.75	--	--	--	14,692.75	14,692.75
Contractual maturities of security deposit received	--	78.99	189.10	--	268.09	177.84
Contractual maturities of other financial liabilities	2,204.00	--	--	--	2,204.00	2,204.00
Unpaid Dividend	104.37	--	--	--	104.37	104.37
TOTAL	73,329.97	5,849.19	6,544.28	11,047.65	96,771.09	87,900.15

(₹ in Lacs)

Particulars	0-1 Years	1 to 2 Years	2 to 5 Years	More than 5 Years	Total undiscounted contractual cash flows	Carrying amount of liabilities
Year ended 31 March 2019						
Contractual maturities of borrowings	61,577.99	6,531.04	11,948.79	267.24	80,325.06	80,304.90
5.5% Non convertible non cumulative						
Redeemable Preference Share (Unsecured)	--	--	6,720.00	--	6,720.00	4,232.82
Contractual maturities of Trade payables	17,955.83	--	--	--	17,955.83	17,955.83
Contractual maturities of security deposit received	--	73.17	--	--	73.17	73.17
Contractual maturities of other financial liabilities	2,364.94	--	--	--	2,364.94	2,364.94
Unpaid Dividend	104.58	--	--	--	104.58	104.58
TOTAL	82,003.34	6,604.21	18,668.79	267.24	107,543.58	105,036.24

43. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents.



Consolidated Notes to Financial Statements for the year ended 31st March, 2020

Particulars	(₹ in Lacs)	
	As at 31 st March, 2020	As at 31 st March, 2019
Borrowings	70,721.19	84,537.72
Trade payables	14,692.75	17,955.83
Less: Cash and cash equivalents	61.76	65.65
Net debt (A)	85,352.18	102,427.90
Equity (B)	74,291.49	70,216.68
Capital and net debt (A+B)	1,59,643.67	172,644.58
Gearing ratio	53.46	59.33

44. The company is covered under the provision of the section 135 of the companies act, 2013.

Particulars	(₹ in Lacs)	
	As at 31 st March 2020	As at 31 st March 2019
The amount required to be spent (Incl. opening balance)	151.39	178.77
The amount spent	83.59	95.52

In accordance with the provisions of section 135 of the Companies Act 2013, the board of directors of the company had constituted a CSR committee. The company had decided to carry out its CSR activities through a consortium formed by group companies as per scheme of CSR. The company in the previous year has set apart its CSR ₹ 83.25 Lacs for F.Y 2018-19 which has been paid during this year to M/s. Oswal Foundation, Ludhiana, through whom consortium has been doing its CSR activities and as against the current year's obligation of ₹ 68.14 Lacs, a sum of ₹ 0.34 Lacs has also been spent directly on CSR activities and thus treated as utilized as per the requirement. In the meantime unspent amount of the CSR obligation of ₹ 67.80 Lacs (previous year ₹ 83.25 Lacs) has been set apart towards CSR reserve. Presently CSR activities are being done in the field of medical facilities for poor and needy people on charitable basis through recognized charitable medical institution and in the field of education also.

45. Reconciliation of changes in liabilities arising from the financing activities including both changes arising from the cash flows and non-cash changes as per the requirement of the Ind AS-7 "Statement of Cash Flows"

Particulars	(₹ in Lacs)		
	Long-term borrowing (Including current maturities)	Short-term borrowing	Total
As at 1st April, 2019	33,130.90	51,406.82	84,537.72
Cash flows:			
Proceeds from borrowings from banks	427.44	--	427.44
Proceeds from others	--	1,150.00	1,150.00
Proceeds from Issue of Preference Share	3,900.00	--	3,900.00
Repayment of borrowings to banks	(10,263.44)	(1,607.17)	(11,870.61)
Repayment to others	--	(1,150.00)	(1,150.00)
Ind AS Adjustment:			
Impact of adjustment on borrowings/preference shares	119.33	--	119.33
Equity component of Preference share	(6,392.69)	--	(6,392.69)
As at 31st March, 2020	20,921.54	49,799.65	70,721.19

46. Some balances of Trade Payables, Advances and Trade Receivables are subject to their Confirmation.

47. Previous year figures have been regrouped/recasted/rearranged/reclassified wherever considered necessary to make them comparable.



48. Details of Associates

Section 129(3) of the Companies Act, 2013, requires preparation of consolidated financial statement of the Group and of all the associate companies in the same form and manner as that of its own. Indian Accounting Standard (Ind AS) 28 on Investments in Associates and Joint Ventures defines Associate Group as an entity over which the investor has significant influence. It mentions that if an entity holds, directly or indirectly through intermediaries, 20 percent or more of the voting power of the enterprise, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case.

(a) Investments in Associates are accounted for using the equity method in Consolidated Financial Statements.

Name of Entity	% of Ownership interest (31st March, 2020)	% of Ownership interest (31st March, 2019)	Relationship	Accounting method	Proportion of Ownership Interest	
					As At 31st March, 2020 (₹ In Lacs)	As At 31st March, 2019 (₹ In Lacs)
J.L Growth Fund Limited	41.10%	41.10%	Associate	Equity Method	2,431.32	2,405.65
Vardhman Investment Limited.	47.17%	47.17%	Associate	Equity Method	1,682.86	1,681.69
Attam vallabh Financiers Limited	36.85%	36.85%	Associate	Equity Method	1,199.20	1,212.34
Cotton County Retail Limited	47.66%	47.66%	Associate	Equity Method	3,739.50	3,754.82
Total Equity Accounted Investment					9,052.88	9,054.50

(b) Summarised Financial information of the associates.

Particulars	J.L Growth Fund Limited		Vardhman Investment Limited.		Attam vallabh Financiers Limited		Cotton County Retail Limited	
	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)
Non-Current Assets	4,983.80	4,941.16	3,364.83	3,384.76	3,035.92	3,074.93	7,784.95	6,926.67
Current Assets	5.40	4.55	2.52	0.60	2.00	0.94	21.68	153.65
Cash and Cash equivalents	96.41	71.69	65.02	49.35	36.12	39.22	429.55	1,455.93
Other Assets	5,085.61	5,017.40	3,432.37	3,434.71	3,074.04	3,115.09	8,236.18	8,536.25
Total Assets								
Non- Current Liabilities	--	--	--	--	--	--	--	--
Current Liabilities	5.93	0.17	1.21	5.81	0.78	6.07	49.43	317.36
Total Liabilities	5.93	0.17	1.21	5.81	0.78	6.07	49.43	317.36

(c) Summarised statement of profit and loss

Particulars	J.L Growth Fund Limited		Vardhman Investment Limited.		Attam vallabh Financiers Limited		Cotton County Retail Limited	
	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)	As at 31st March 2020 (₹ In Lacs)	As at 31st March 2019 (₹ In Lacs)
Revenue	80.75	31.97	--	8.78	--	10.82	773.31	4,683.39
Interest Income	4.95	37.38	4.46	25.02	2.77	24.62	1.40	4.54
Depreciation and amortisation	(10.35)	(11.19)	--	--	--	--	(11.76)	(40.07)
Interest Expense	--	--	--	--	--	--	(0.67)	(0.58)
Tax Expense	--	--	(0.96)	(5.67)	(0.61)	(5.95)	--	--
Profit and loss for the period	62.45	(0.63)	2.47	23.50	(35.65)	26.44	(32.14)	(78.67)
Other Comprehensive Income	--	--	--	--	--	--	--	--
Total Comprehensive Income	62.45	(0.63)	2.47	23.50	(35.65)	26.44	(32.14)	(65.67)

**Consolidated Notes to Financial Statements for the year ended 31st March, 2020****(d) Movement of Investment using equity Method**

Particulars	As at 31st March 2020 (₹ in Lacs)	As at 31st March 2019 (₹ in Lacs)
(a) J.L. Growth Fund Limited		
Opening balance of interest in associates	2,405.65	2,405.91
Add:- Share of profit/(loss) for the period	25.66	(0.26)
Closing Balance of interest in associates	<u>2,431.31</u>	<u>2,405.65</u>
(b) Vardhman Investment Limited.		
Opening balance of interest in associates	1,681.69	1,670.60
Add:- Share of profit for the period	1.17	11.09
Closing Balance of interest in associates	<u>1,682.86</u>	<u>1,681.69</u>
(c) Attam vallabh Financiers Limited		
Opening balance of interest in associates	1,212.34	1,202.60
Add:- Share of profit/(loss) for the period	(13.14)	9.74
Closing Balance of interest in associates	<u>1,199.20</u>	<u>1,212.34</u>
(d) Cotton County Retail Limited		
Opening balance of interest in associates	3,754.82	3,978.08
Less sale of investment	--	(185.77)
Add:- Share of profit/(loss) for the period	(15.32)	(37.49)
Closing Balance of interest in associates	<u>3,739.50</u>	<u>3,754.82</u>

**AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ₹ in Lacs)

Sr	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
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-----The Company has no Subsidiary -----

PART "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies

Name of Associates	Cotton County Retail Limited	J L Growth Fund Ltd	Vardhman Investment Ltd.	Atam Vallabh Financiers Ltd.
1 Latest Audited Balance Sheet Date	31.03.2020	31.03.2020	31.03.2020	31.03.2020
2 Shares of Associate held by the Company on the year end				
No. of Shares	10,228,441	180,000	250,000	164,000
Amount of Investment in Associates (₹ In lacs)	3,793.12	1,684.80	1,475.00	1,066.00
Extent of holding %	47.66	41.10	47.17	36.85
3 Description of how there is significant influence	(i) There is significant influence due to percentage (%) of Share Capital. (ii) The above statement also indicate performance and financial position of each associate companies.			
4 Reason why associate is not consolidated	Not Applicable			
5 Net Worth attributable to shareholding as per latest audited Balance Sheet (₹ in Lacs)	3,901.81	2,087.75	1,618.48	1,132.50
6 Profit/loss for the year After Tax (₹ in Lacs)				
Considered in consolidation	(15.32)	25.66	1.17	(13.14)
Not considered in consolidation				

Mukesh Sood
Company Secretary

Bharat Bhushan Gupta
Chief Financial Officer

Dinesh Gogna
Director
(DIN : 00499670)

Kamal Oswal
Vice Chairman-cum-
Managing Director
(DIN : 00493213)

Place : Ludhiana
Dated :30th June, 2020

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