



*Listen to your heart*

**SWASTI VINAYAKA SYNTHETICS LIMITED**

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**38<sup>TH</sup> ANNUAL REPORT 2019 - 20**



Lord Ganesh Temple - Tarapur Plant

## **Swasti Vinayaka's Corporate Philosophy**

*As a responsible member  
of the society,*

*Swasti Vinayaka is committed to:*

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*Providing the highest quality products  
at the lowest possible price to its  
valued customer.*

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*Maintaining steady growth in  
revenues and profits.*

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*Providing continuing employment to  
associates and reasonable returns to  
shareholders.*

## BOARD OF DIRECTORS :

### Rajesh Poddar

Chairman and Managing Director

### Ramprasad Poddar

(resigned w.e.f. 03<sup>rd</sup> November, 2020)

### Dinesh Poddar

### Shilpa Poddar

### Sanjiv Rungta

### Rakesh Garodia

### Rhea Poddar

(w.e.f. 20<sup>th</sup> March, 2020)

### Madhusudhan Lohia

(w.e.f. 29<sup>th</sup> July, 2020)

### Aryan Poddar

(w.e.f. 17<sup>th</sup> September, 2020)

Directors

## ● KEY MANAGERIAL PERSONNEL:

### Shikha Ashok Mishra

(Company Secretary & Compliance officer)

### Rajesh M. Raut (upto 29<sup>th</sup> July, 2020)

(Chief Financial Officer)

### Sudarshan Thakur (w.e.f. 04<sup>th</sup> September, 2020)

(Chief Financial Officer)

## ● REGISTERED OFFICE:

### SWASTI VINAYAKA SYNTHETICS LIMITED

CIN: L99999MH1981PLC024041

J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401 506.

## ● CORPORATE OFFICE:

306, Tantia Jogani Industrial Estate,  
J.R.Boricha Marg, Lower Parel,  
Mumbai - 400 011.

Tel : 022-4344 3555

Fax: 022-2307 1511

E-Mail: [svslinvestors@svgcl.com](mailto:svslinvestors@svgcl.com)  
[contact@swastivinayaka.com](mailto:contact@swastivinayaka.com)

Website: [www.swastivinayaka.com](http://www.swastivinayaka.com)

## ● BANKERS:

HDFC Bank Limited.

## ● STATUTORY AUDITORS:

Sanjay Raja Jain & Co.

Chartered Accountants

## ● SECRETARIAL AUDITORS:

Sandeep Dar and Co.

Company Secretaries

## ● SOLICITORS AND LEGAL ADVISORS:

Kanga & Company

## ● WORKS:

J-15, M.I.D.C. Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401 506

3-5, Dewan & Sons Industrial Complex,  
Village Aliyali, Palghar,  
Dist. Palghar, Maharashtra - 401 404.



*Listen to your heart*

## SWASTI VINAYAKA SYNTHETICS LIMITED

### 38<sup>TH</sup> ANNUAL REPORT 2019 - 20

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## 38<sup>TH</sup> ANNUAL GENERAL MEETING:

Date : 28<sup>th</sup> December, 2020

Time : 04.00 p.m.

Venue : Through Video Conferencing (Vc)  
and Other Audio Visual Means (Oavm).

## REGISTRAR & TRANSFER AGENT:

Bigshare Services Private Limited

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East),

Mumbai - 400 059

Board No. : 022 62638200

Fax No: 022 62638299

E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of the Company will be held on Monday, 28<sup>th</sup> December, 2020 at 04:00 p.m. Through Video Conferencing (VC) and Other Audio Visual Means (OAVM) to transact the following business:-

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements and Reports thereon**

To receive, consider and adopt: The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of the Board of Directors and Auditors thereon;

#### **2. Appointment of a Director in place of the one retiring by rotation**

To appoint a Director in place of Mrs. Shilpa Dinesh Poddar (DIN- 00164141), who retires by rotation and being eligible, offers herself for re - appointment.

#### **3. To consider the appointment of the statutory auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, consent of the members be and is hereby accorded to appoint M/s. S P Jain & Associates, Chartered Accountants (Firm Registration No. 103969W), as the Statutory Auditors of the Company for 5 (five) consecutive years, to hold office from the conclusion of the 38<sup>th</sup> Annual General Meeting until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### **SPECIAL BUSINESS:**

#### **4. To Appoint Ms. Rhea Poddar (DIN: 08729717) as Non Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications (or re enactment thereof for the time being in force) appoint Ms. Rhea Poddar (DIN: 08729717) as Non Executive Director."

**RESOLVED FURTHER THAT** Mr. Rajesh R. Poddar, Managing Director, Mr. Dinesh Poddar, Director, Mr. Ramprasad Poddar, Director and Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

#### **5. To Appoint Mr. Madhusudan Lohia (00175621) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149,152 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 modifications (or re enactment thereof for the time being in force), Mr. Madhusudan Lohia (DIN: 00175621), is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2025 or 28<sup>th</sup> July, 2025 whichever is earlier."

**RESOLVED FURTHER THAT** Mr. Rajesh R. Poddar, Managing Director, Mr. Dinesh Poddar, Director, Mr. Ramprasad Poddar, Director and Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

#### **6. To Re appoint Mr. Rajesh Poddar (DIN 00164011) as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to any other approvals as may be required, the consent of the members be and is hereby accorded for re appointment of Mr. Rajesh Poddar (DIN 00164011), as the Managing Director of the Company, for period of five years with effect from 01<sup>st</sup>

April, 2020 and the payment of such remuneration as may be determined by the Board and Committees, from time to time, within the maximum limits of the remuneration for Managing Director approved by the members of the Company.

**RESOLVED FURTHER THAT** Mr. Rajesh Poddar, subject to provision of section 152 of the Companies Act, 2013 shall not be liable to retire by rotation during his tenure as Managing Director of the Company.

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

#### **7. To Appoint Mr. Aryan Poddar (DIN: 08882779) as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications (or re enactment thereof for the time being in force) appoint Mr. Aryan Poddar (DIN: 08882779) as Executive Director."

**RESOLVED FURTHER THAT** Mr. Rajesh R. Poddar, Managing Director, Mr. Dinesh Poddar, Director, Mr. Ramprasad Poddar, Director and Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

### **Registered Office:**

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

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

Place: Mumbai

### **By Order of the Board**

**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar

Chairman & Managing Director

(DIN-00164011)

### **NOTES:**

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular No.14/2020 dated 8<sup>th</sup> April, 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend and vote on a Poll at the meeting instead of himself/ herself. The proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the AGM is annex hereto.
- The register of members and share transfer books will remain closed from Saturday, 26<sup>th</sup> December, 2020 to Monday, 28<sup>th</sup> December, 2020. (Both days inclusive) for the purpose of AGM.
- Members seeking any information with regard to accounts or any other matter to be placed at the AGM are requested to write to the Company on or before Friday, 18<sup>th</sup> December, 2020 through email [svsinvestors@svsgcl.com](mailto:svsinvestors@svsgcl.com). The same will be replied by the Company suitably.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/Company.
- Members holding shares in dematerialized mode are requested to intimate all

changes with respect to their bank details, NECS mandates, nomination, power of attorney, change of address, etc., to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

Members holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059, Registrar and transfer agent of the Company or to the Company at its registered or corporate address.

9. Members who have not registered their email address, so far are requested to register their email address, in respect of electronic holding with the depository through their concerned Depository Participant.

Members who hold shares in physical form are requested to update their email Id's by downloading the form which is available on the website of the Company i.e. [www.swastivinayaka.com](http://www.swastivinayaka.com) and submit the same at the registered office of the Company for receiving the notice and other documents at their email address.

10. Members may note that pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / TCPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by email to RTA's email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to RTA's email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com). The aforesaid declarations and documents need to be submitted by the shareholders.

11. In terms of provisions of section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred shares in respect of which dividend has not been paid or claimed continuously for seven preceding years to the IEPF Authority after following the due procedure. Details of the aforesaid shares are available on the website of the Company. The aforesaid Rules also prescribe the procedure for claiming back the said shares from IEPF Authority.

The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2012 -13. Members who have not encashed their dividend warrants for the financial year 2013-14 and onwards are requested to make their claims to the Company immediately. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>.

Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below:-

Financial Year Ended	Date of Declaration of Dividend	Last date of claiming unpaid Dividend	Due date of transfer to IEPF
31 <sup>st</sup> March, 2014	27 <sup>th</sup> September, 2014	27 <sup>th</sup> September, 2021	1 <sup>st</sup> November, 2021
31 <sup>st</sup> March, 2015	26 <sup>th</sup> September, 2015	26 <sup>th</sup> September, 2022	31 <sup>st</sup> October, 2022
31 <sup>st</sup> March, 2016	30 <sup>th</sup> September, 2016	1 <sup>st</sup> October, 2023	5 <sup>th</sup> November, 2023
31 <sup>st</sup> March, 2017	28 <sup>th</sup> September, 2017	28 <sup>th</sup> September, 2024	2 <sup>nd</sup> November, 2024
31 <sup>st</sup> March, 2018	29 <sup>th</sup> September, 2018	29 <sup>th</sup> September, 2025	3 <sup>rd</sup> November, 2025
31 <sup>st</sup> March, 2019	28 <sup>th</sup> September, 2019	28 <sup>th</sup> September, 2026	2 <sup>nd</sup> November, 2026

12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's Website

[www.swastivinayaka.com](http://www.swastivinayaka.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com).

13. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission and transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agent for assistance.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
16. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; our Company is exempted from compliance with the Corporate Governance provisions and hence the Corporate Governance Report is not required to be attached with this Annual Report.

#### 17. VOTING OPTIONS:

##### I. Voting through electronic means

The Company is pleased to offer remote e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Facility for voting will also be made available on the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The voting period begins on Friday, December 25, 2020 at 9:00 a.m. and ends on Sunday, December 27, 2020 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. Monday, December 21, 2020 may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company. OR
- Alternatively, if you are registered for CDSL's EASI/EASIES e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasias using your login credentials. Once you successfully log-in to CDSL's EASI/EASIES e-services, click on e-voting option and proceed directly to cast your vote electronically.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach to the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app, 'CDSL m-Voting' available for android based mobiles. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the Share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (Self attested scanned copy of Aadhar Card) to [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholder may access the same at <https://www.evotingindia.com> under shareholder shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where EVSN of Company will be displayed.
2. Shareholders are encouraged to join the meeting through Laptop/ ipads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [svslnvestors@svgcl.com](mailto:svslnvestors@svgcl.com). 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 mentioning their name, demat account number/ folio number, email id, mobile number at [svslnvestors@svgcl.com](mailto:svslnvestors@svgcl.com). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
  3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) Note for Non-individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [svslnvestors@svgcl.com](mailto:svslnvestors@svgcl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Other Instructions**

- a) The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law and in a fair and transparent manner.
- b) The Results will be declared within 48 hours of conclusion of the AGM. The results declared along the Company's website [www.swastivinayaka.com](http://www.swastivinayaka.com). The results shall also be communicated to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

**Registered Office:**

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.  
Date: 11<sup>th</sup> November, 2020  
Place: Mumbai

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar  
Chairman & Managing Director  
(DIN-00164011)

## ANNEXURE TO NOTICE - EXPLANATORY STATEMENT

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned in the accompanying Notice. Explanation to ordinary business set out under Item No. 3 is provided as required under Regulation 36(5) Listing Regulations.

### Item 3

The Members of the Company at the 33<sup>rd</sup> Annual General Meeting ('AGM') held on 26<sup>th</sup> September, 2015 approved the appointment of M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No. 120132W), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No. 120132W), will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. And as per provision of section 139 (2) No listed Company can appoint or reappoint a firm for more than two terms of 5 consecutive years so M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No. 120132W) are not eligible for reappointment.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. S P Jain & Associates, Chartered Accountants (Firm Registration No. 103969W), as the Statutory Auditors of the Company for 5 (five) consecutive years, to hold office from the conclusion of the 38<sup>th</sup> Annual General Meeting until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No. 120132W) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Sanjay Raja Jain & Co., Chartered Accountants (Firm Registration No. 120132W) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Based on the recommendation of the Audit Committee, it is proposed to pay remuneration of ₹ 1,03,500/- to the Statutory Auditors including applicable taxes and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of the accounts of the Company for the financial year 2020-21 and for such years thereafter until revised. Further, the Board of Directors, on recommendation of the Audit Committee may alter and vary the terms and conditions of the appointment etc. including by reason of necessity on account of conditions as may be stipulated by any statutory authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

The Directors recommend the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

### Item 4

#### Appointment of Ms. Rhea Poddar (DIN: 08729717) as Non - Executive Director of the Company:

At the Board Meeting of the Company held on 20<sup>th</sup> March, 2020, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Ms. Rhea Poddar (DIN: 08729717) as an Additional Director pursuant to the provisions of section 161 of the Act and holds office up to the date of the ensuing AGM. Ms. Rhea Poddar is eligible for appointment as Director of the Company.

The Company has received a notice under section 160 of the Act from a Member signifying his intention to propose the candidature of Ms. Rhea Poddar as a Director of the Company.

The Company has received from Ms. Rhea Poddar:

- Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.

A brief profile of Ms. Rhea Poddar is given below:-

Ms. Rhea Poddar, aged 22 years, has a Bachelor of Arts degree in economics from New

York University and she also has a degree of minors in psychology and English literature, she has knowledge of working as Business Services Intern.

Details relating to the appointment of Ms. Rhea Poddar as required by the Act, the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dinesh Poddar, Ms. Shilpa Poddar being relative of the person the resolution relates and Ms. Rhea Poddar, to whom the resolution relates, are in any way interested or concerned financially or otherwise in the resolution at item no. 4 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 4 of the Notice of the AGM for approval of the Members.

### Item 5

#### Appointment of Mr. Madhusudan Lohia (DIN: 00175621) as Independent Director of the Company:

At the Board Meeting of the Company held on 29<sup>th</sup> July, 2020, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Madhusudan Lohia (DIN: 00175621) as an Additional Director pursuant to the provisions of section 161 of the Act and holds office up to the date of the ensuing AGM. Mr. Madhusudan Lohia is eligible for appointment as Independent Director of the Company.

The Company has received a notice under section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Madhusudan Lohia as a Director of the Company.

The Company has received from Mr. Madhusudan Lohia:

- Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.
- a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A brief profile of Mr. Madhusudan Lohia is given below:-

Mr. Madhusudan Lohia, Aged 52 years, holds a degree in Bachelor of Commerce; he is an Independent Director having vast experience of more than 3 decades in Textile Industry and has also been on Board of few renowned Textile Companies in the past.

Details relating to the appointment of Mr. Madhusudan Lohia as required by the Act, the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Madhusudan Lohia, to whom the resolution relates, are in any way interested or concerned financially or otherwise in the resolution at item no. 5 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 5 of the Notice of the AGM for approval of the Members.

### Item 6

#### Re - appointment of Mr. Rajesh Poddar (DIN: 00164011) as Managing Director of the Company:

Mr. Rajesh Poddar was appointed as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2015, after obtaining due approval of the members of the Company in their 33<sup>rd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2015. Accordingly the present term of Mr. Rajesh Poddar comes to end on 31<sup>st</sup> March, 2020.

The Board, in its meeting held on 20<sup>th</sup> March, 2020, has approved re- appointment of Mr. Rajesh Poddar as the Managing Director of the Company for a further period of five years after his tenure ends on 31<sup>st</sup> March, 2020. The Board has taken this decision of said reappointment based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members of the Company.

Mr. Rajesh Poddar is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company. He satisfies all the condition as set out in section 196(3) of the said Act, and part - I of schedule V thereof and hence, is eligible for re- appointment.

Details relating to the appointment of Mr. Rajesh Poddar as required by the Act, the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

It is proposed to seek Members approval for the re - appointment of and remuneration payable to Mr. Rajesh Poddar as Managing Director, in terms of the applicable provisions

of the said Act and rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Rajesh Poddar are as under:

- i. Salary of Rs. 3,00,000/- (Rs. Three Lac only) per month.
- ii. Perquisites and Allowances:
  - (a) In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise), house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director. Such perquisites and allowances will be subject to the ceilings as specified in Part II of Schedule V.
  - (b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
  - (c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
  - (d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs. 5,00,000/- per month.
- iii. Minimum Remuneration:
 

Notwithstanding anything to the contrary herein contained, Where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary perquisites and allowances as specified above.
- iv. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Managing Director in accordance with Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard.
- v. The Agreement may be terminated by either party giving the other party six months' notice or the company paying six months remuneration in lieu of such notice.

Mr. Rajesh Poddar is associated with the Company for last 25 years and has contributed a great value in the growth and success of the Company with his rich experience in the industry where the Company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Managing Director.

This explanatory statement may also be considered as the requisite abstract under

section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Rajesh Poddar as the Managing Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dinesh Poddar, Mr. Ramprasad Poddar and Mr. Aryan Poddar being relative of the person the resolution relates and Mr. Rajesh Poddar, to whom the resolution relates, are in any way interested or concerned financially or otherwise in the resolution at item no. 6 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 6 of the Notice of the AGM for approval of the Members.

#### Item 7

#### **Appointment of Mr. Aryan Poddar (DIN: 08882779) as Executive Director of the Company:**

At the Board Meeting of the Company held on 17th September, 2020, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Aryan Poddar (DIN: 08882779) as an Additional Director pursuant to the provisions of section 161 of the Act and holds office up to the date of the ensuing AGM. Mr. Aryan Poddar is eligible for appointment as Director of the Company.

The Company has received a notice under section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Aryan Poddar as a Director of the Company.

The Company has received following from Mr. Aryan Poddar:

- i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.

A brief profile of Mr. Aryan Poddar is given below:-

Mr. Aryan Poddar, aged 21 years, he has done his Business Management course from Northeastern University (Boston) and he has experience in Marketing and Logistics (Supply Chain).

Details relating to the appointment of Mr. Aryan Poddar as required by the Act, the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

A broad particular of the terms of appointment of and remuneration payable to Mr. Aryan Poddar is as under:

Salary of Rs. 60000/- (Sixty Thousand) per month.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Rajesh Poddar being relative of the person the resolution relates and Mr. Aryan Poddar, to whom the resolution relates, are in any way interested or concerned financially or otherwise in the resolution at item no. 7 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 7 of the Notice of the AGM for approval of the Members.

#### **Registered Office:**

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.  
Date: 11<sup>th</sup> November, 2020  
Place: Mumbai

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar  
Chairman & Managing Director  
(DIN-00164011)



**PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ensuing ANNUAL GENERAL MEETING:**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Shilpa Poddar	Rhea Poddar	Madhusudan Lohia	Rajesh Poddar	Aryan Poddar
Date of Birth/ Age	27/ 11/1969 50 years	21/05/1998 22 years	04/12/1967 53 year	27/12/1968 51 years	16/09/1999 21 years
Qualification	B Com	Bachelor of Arts in Economics from New York University	B Com	Bachelor in Industrial engineering	Business Management
Date of First Appointment	19/03/2015	20/03/2020	29/07/2020	01/01/2006	17/09/2020
Expertise in specific functional area	Managing Companies both public & private.	Finance	Accounts & Finance	Management Control	Business Management
Terms & Conditions for appointment/ re appointment	Re - appointed as Non Executive Director liable to retire by rotation.	Refer Item No. 4 of the Notice and Explanatory Statement	As per applicable provision of Act and Regulations	Refer Item No. 4 of the Notice and Explanatory Statement	Refer Item No. 4 of the Notice and Explanatory Statement
Remuneration last drawn / sought to be drawn (Annually)	Nil	Nil	NA	3700000	720000
Directorship held in other listed Companies	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited
Membership/ chairmanship of Committees	—	—	—	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited	—
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Spouse: Mr. Dinesh Poddar Mother: Ms. Rhea Poddar Daughter In law: Mr. Ramprasad Poddar Brother In Law: Mr. Rajesh Poddar	Daughter: Mr. Dinesh & Mrs. Shilpa Poddar Grand Daughter: Mr. Ramprasad Poddar	—	Son: Mr. Ramprasad Poddar Brother: Mr. Dinesh Poddar Sister In Law: Mrs. Shilpa Poddar	Son: Mr. Rajesh Poddar Grand Son: Mr. Ramprasad Poddar
Number of Meetings of Board of Directors attended during the year	7	1	—	7	—
Shareholding in the Company	0.14	1.27	—	2.35	1.74
Justification of Appointment	Not Applicable	Please refer Explanatory Statement to this Notice			

## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their 38<sup>th</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL HIGHLIGHTS

The Board's Report is prepared based on the stand alone financial statements of the Company.

(Rs. in Lakhs)

Sr. No.	Particulars	2019-20	2018-19
1.	i. Net Sales/ Income	2091.18	1905.81
	ii. Other Income	25.54	45.89
	Total	2116.72	1951.70
2.	Total Expenditure		
	i) Cost of material consumed	1278.50	791.62
	ii) Purchase of stock	109.56	222.49
	iii) Changes in inventories	(236.27)	(44.50)
	iv) Employee benefit Expenses	120.50	94.27
	v) Financial cost	40.32	24.61
	vi) Depreciation & Amortization Expense	49.30	41.74
	vii) Other Expenditure	563.62	476.11
	Total	1925.52	1606.36
3.	Profit Before Tax	191.20	345.34
4.	Provision for taxation		
	i) Current Tax	(50.00)	(92.40)
	ii) Deferred Tax	1.79	(0.57)
	iii) Earlier years Tax	-	-
5.	Profit After Tax	142.99	252.37
6.	Other Comprehensive Income	(28.74)	(20.56)
7.	Amount Available for Appropriation	114.25	231.81
8.	Appropriations:		
	Proposed Dividend	-	(77.00)
	Dividend Distribution Tax	(15.83)	(0.14)
	Transferred to General Reserve	-	(255.00)
9.	Balance carried to Balance Sheet	55.83	5.76
10.	Basic and diluted EPS	0.16	0.33

### 2. DIVIDEND

The Directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2020.

### 3. RESERVES

The Board of Directors has decided to transfer Nil to the General reserve.

### 4. OPERATIONS

During the period under review the profit after tax (PAT) stood at Rs. 142.99 Lakhs (Previous Year Rs. 252.36 Lakhs), there is a decrease by 43.34% as compared to the last financial year. The performance for the coming year is expected to improve upon, from the last year if right macroeconomic indicators are achieved in the future.

### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors state that-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 at the end of the financial year and of the profit and loss of the Company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- The Directors had prepared the annual accounts on a going concern basis;
- 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
- 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.

### 6. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, are included in this Report as Annexure-I and forms an integral part of this report.

### 7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 as Annexure II.

Disclosure of transaction with the person belonging to promoter or promoter group holding 10% or more of shareholding in our company (in the format prescribed in relevant accounting standards for annual result) forms part of financial statement.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTMENTS/ RESIGNATIONS DURING THE YEAR

Sr. no	Name of the Director	Designation	Appointment/ Resignation	Date of Appointment/ Resignation	Date of Board Meeting
1.	Ms. Rhea Dinesh Poddar	Director	Appointment	20-03-2020	20-03-2020
2.	Mr. Rajesh Poddar	Managing Director	Appointment	01-04-2020	20-03-2020
3.	Mr. Madhusudan Lohia	Independent Director	Appointment	29-07-2020	29-07-2020
4.	Mr. Rajesh Raut	Chief Financial Officer (CFO)	Termination	29-07-2020	29-07-2020
5.	Mr. Sudarshan Thakur	Chief Financial Officer (CFO)	Appointment	04-09-2020	04-09-2020
6.	Mr. Aryan Poddar	Director	Appointment	17-09-2020	17-09-2020
7.	Mr. Ramprasad Poddar	Director	Resignation	03-11-2020	11-11-2020

### 9. PARTICULARS OF EMPLOYEES

- The information required pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure III to the Directors Report.
- Particulars of employees drawing remuneration in excess of limits prescribed under Section 134 (3)(q) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:  
There are no employees drawing remuneration exceeding Rupees One crore and two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh and Fifty Thousand per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

### 10. NUMBER OF MEETINGS OF BOARD

Sr. No.	Particulars	No. of meetings held
1.	Board Meetings	Seven
2.	Audit Committee meetings	Four
3.	Independent Directors Meeting	One

### 11. FORMAL ANNUAL EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and

composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

## 12. DECLARATION BY INDEPENDENT DIRECTORS

Declarations by the Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the Company.

The Ministry of Corporate Affairs ("MCA") vide Notification Number G.S.R. 804(E) dated 22nd October 2019 and effective from 1st December 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 the Company are registered with IICA.

In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience, expertise and proficiency.

## 13. REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of directors, Key Managerial Personnel and Senior Management of the Company. The said policy is also uploaded on the website of the Company; i.e. [www.swastivinayaka.com](http://www.swastivinayaka.com)

## 14. STATUTORY AUDITORS

Sanjay Raja Jain & Co., Chartered Accountants, (FRN 120132W), Mumbai, were appointed as the Statutory Auditors of the Company at the 33rd AGM held on September 26, 2015 to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 29th July, 2020 recommended the appointment of M/s. S P Jain & Associates, Chartered Accountants (Firm Registration No. 103969W) as Statutory Auditor of the Company for a period of five (5) consecutive years i.e. from the conclusion of 38th AGM of the Company till the conclusion of the 43rd AGM of the Company subject to the approval of shareholders of the Company at the ensuing AGM.

In this regard, M/s. S P Jain & Associates, Chartered Accountants (Firm Registration No. 103969W) have submitted their written consent that they are eligible and qualified to be appointed as Statutory Auditors of the Company in terms of Section 139 of the Act and also satisfy the criteria provided in Section 141 of the Act.

The report given by the Auditors on the financial statements of the Company is a part of the Annual Report.

The Auditors have not expressed a qualified opinion in their Audit Report for Financial Year ended 31st March, 2020.

The Statutory Auditor of the Company has not reported any instances of fraud as specified under the second proviso to Section 143(12) of the Act.

## 15. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013 and Rules made thereunder, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure IV to this report. The report is self-explanatory and Company has initiated steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

## 16. COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SECTION 148(1) OF COMPANIES ACT, 2013 :

Your Company Confirms that maintenance of Cost Records as specified by Central Government under Section 148 (1) of Companies Act, 2013 is not applicable to your Company.

## 17. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the

Company [www.swastivinayaka.com](http://www.swastivinayaka.com).

## 18. COMPOSITION OF AUDIT COMMITTEE

Composition of Audit Committee is required under section 177 (8) of the Companies Act, 2013

The Composition of Audit Committee is as follows:

1. Mr. Sanjiv Rungta - Chairman
2. Mr. Rakesh Garodia - Member
3. Mr. Dinesh Poddar - Member

## 19. SIGNIFICANT MATERIAL CHANGES

There were no material changes and commitments, which adversely affect the financial position of the Company, Except the Covid-19 crisis has caused a slowdown to the whole industry, and we are not immune to it. The pandemic has directly affected both the demand and supply side, which has created a severe impact for the overall economy. There is no denying that this situation will have a negative impact on liquidity and would likely to put downward pressure on the Indian textile sector as a whole. Since the market will take its course of time to evolve from the setback, we have re evaluated and accelerated certain plans to bounce back.

## 20. RISK MANAGEMENT

The Company is periodically reviewing its risk management perception taking into account overall business environment affecting/ threatening the existence of the Company. Presently, board is of the opinion that such existence of risk is minimal.

## 21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal -financial controls are adequate and operating effectively. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## 22. DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

## 23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the Company has neither given any loan nor provided any guarantees which are governed by the provisions of Section 186 of the Companies Act, 2013. However the Company has invested the funds amounting to Rs. 33,800 during the year.

## 24. MANAGEMENT DISCUSSION AND ANALYSIS

### I. INDUSTRY STRUCTURE AND DEVELOPMENTS

The year ahead looks very grim for the Indian Textile Industry as both domestic consumption as well as export demand would be badly affected at least in the 1st half of 2020-21. Production activity would also be affected on account of shortage of raw material and labour as well as on account of the credit crunch. Recovery in the 2nd half of 2020-21 would be dependent on how the pandemic is controlled and on measures taken by the Government to revive the economy as well as the support it extends to the Textile Industry.

Your Company has survived many a difficult times. Your Company with its inherent strengths like visionary leadership, versatile work force, well known Brands, ultra modern manufacturing facilities, aggressive marketing strategies and well penetrated distribution network is confident to tide over this difficult phase too.

The Government of our Country is taking steps to revive the economy and has come out with schemes to provide financial aid (collateral free loan, interest subvention etc.) to Micro, small & medium enterprises (MSME).

### II. OPPORTUNITIES AND THREATS

Ministry of Textiles (MoT) has set a target of increasing the textile business size from the current level of USD 167 Bn to USD 350 Bn by 2025 at USD 650 Bn by 2030. To achieve the desired target, MoT under the direction of Hon'ble Union Minister of Textiles, Smt Smriti Zubin Irani, has initiated the process of formulating the comprehensive National Textile Policy covering the entire textile value chain for the next 5 years. The existing policy was announced way back in year 2000 and the new policy will be formulated after more than 2 decades.

Extend the benefits of RoSL/ROSCTL, MEIS and IES for the cotton yarn till the proposed Remission of Taxes or Duties on Export Product (RoDTEP) benefit comes into force. The post covid 19 impact is still not ascertainable.

### III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company operates in one segment only.

### IV. OUTLOOK

In order to satisfy the taste of customers in future and focus on cost optimization, we expect the outlook to be satisfactory. Our focus remains on value added products and new product development to cater to the niche segment of the market.

### V. RISKS AND CONCERNS

The post Covid 19, low demand, prices of raw material and labour etc. are matter of concern.

### VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The existing internal controls are adequate and commensurate with the nature, size, complexity of the Business and its Processes. During the year the Company has laid down the framework for ensuring adequate internal controls and to ensure its effectiveness, necessary steps were taken by the Company.

### VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company's total textile sales registered a growth, resulting in revenue from operations being Rs. 2091.18 Lakhs for the financial year ended on March 31, 2020 as against Rs. 1905.81 Lakhs in Previous year and Profit after Tax was recorded at Rs. 142.99 Lakhs in the current year as against Rs. 252.37 Lakhs in the previous year.

#### KEY FINANCIAL RATIOS:

Ratio	2020	2019	Change
Debtor turnover ratio	6.11	6.46	(0.35)
Inventory turnover ratio	2.13	1.72	0.41
Interest coverage ratio	5.53	15.12	(9.60)
Current ratio	1.75	1.95	(0.20)
Debt equity ratio	0.13	0.05	0.07
Operating profit ratio	6.76	12.93	(6.18)
Net profit ratio	5.40	11.88	(6.48)

#### Forward Looking Statements

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts.

### 25. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace as required under the Act.

The following is a summary of sexual harassment complaint received or disposed of during the year 2019 - 20.

- No. of Complaint received: NIL
- No. of Complaint disposed off: NIL.

Further the Company has constituted the Internal Complaints Committee under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the composition of Committee is as follows:

Sr. No.	Name of Member	Position held in IC Committee
1.	Sneha Samel	Presiding Officer
2.	Ujjwala P. Raut	Member
3.	Ashish Bhuravane	Member
4.	Mitesh Sharma	Member

### 26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF COMPANIES (ACCOUNTS) RULES, 2014

#### A) CONSERVATION OF ENERGY:

- The steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels by regular monitoring of all equipments and devices which consume electricity.
- The steps taken by the company for utilizing alternate sources of energy - Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- The capital investment on energy conservation equipments - Since Company is having adequate equipment, no capital investment on energy conservation equipments is made during the year.

#### B) TECHNOLOGY ABSORPTION:

- The efforts made towards technology absorption - Not Applicable
- The benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable
- In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable.
  - The details of technology imported - Not Applicable
  - The year of import - Not Applicable
  - Whether the technology been fully absorbed - Not Applicable
  - If not fully absorbed, areas where absorption has not taken place and the reasons thereof - Not Applicable
- The expenditure incurred on Research and Development - At present the Company does not have separate division for carrying out research and development work. No expenditure has therefore been earmarked for this activity.

#### C) FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no foreign exchange earnings and foreign exchange outgo amounted to Rs. 20.38 Lakhs during the year under review.

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

No significant or material orders were passed by the regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

### 28. SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):

The Company has complied with Secretarial Standard Issued by Institute of Company Secretaries of India (ICSI).

### 29. ACKNOWLEDGEMENT

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

#### Registered Office:

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

By Order of the Board  
Swasti Vinayaka Synthetics Limited

Rajesh Poddar

Date: 04<sup>th</sup> September, 2020  
Place: Mumbai

Chairman & Managing Director  
DIN-00164011



**ANNEXURE I**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2020**

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L99999MH1981PLC024041
Registration Date	09/03/1981
Name of the Company	Swasti Vinayaka Synthetics Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered office and contact details	J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar - 401506
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Board No. : 022 62638200 Fax No: 022 62638299 Email ID: info@bigshareonline.com

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

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

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Textile	131	70.86
2.	Compensation Received	681	29.14

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

There are no Holding, Subsidiary and Associate Companies as defined under Companies Act, 2013.

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

**(i) Category-wise Share Holding**

Category of Shareholder	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% Change
	Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A) Shareholding of Promoter and Promoter Group									
1. Indian									
A) Individual / Huf	11847490	0	11847490	16.92	12352490	0	12352490	17.65	0.72
B) Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
C) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
D) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
E) Any Others (specify)									
1 Group Companies	23852510	0	23852510	34.08	23347510	0	23347510	33.35	(0.72)
2 Trusts	0	0	0	0.00	0	0	0	0.00	0.00
3 Directors Relatives	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total :	35700000	0	35700000	51.00	35700000	0	35700000	51.00	(0.00)
(A) Shareholding of Promoter and Promoter Group									
2. Foreign									
A) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
B) Individual	0	0	0	0.00	0	0	0	0.00	0.00
C) Institutions	0	0	0	0.00	0	0	0	0.00	0.00
D) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
E) Any Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total :	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding	35700000	0	35700000	51.00	35700000	0	35700000	51.00	(0.00)
(B) Public Shareholding									
3. Institutions									
A) Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
B) Financial Institutions / Banks	3650	0	3650	0.01	3650	0	3650	0.01	0.00
C) Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
D) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
E) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholder	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% Change
	Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
F) Fii's	0	0	0	0.00	0	0	0	0.00	0.00
G) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
H) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
I) Any Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
J) Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
K) Alternate Investment Fund	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total :</b>	<b>3650</b>	<b>0</b>	<b>3650</b>	<b>0.01</b>	<b>3650</b>	<b>0</b>	<b>3650</b>	<b>0.01</b>	<b>0.00</b>
<b>(B) Public Shareholding</b>									
<b>4. Non-institutions</b>									
A) Bodies Corporate	2019508	112650	2132158	3.05	857508	112650	970158	1.39	(1.66)
B) Individual									
1 (capital Upto To Rs. 1 Lakh)	21159458	2982960	24142418	34.49	20460738	2913960	23374698	33.39	(1.1)
2 (capital Greater than Rs.1 Lakh)	6310409	0	6310409	9.02	6562640	0	6562640	9.38	0.36
C) Any Others (specify)									
1 Hindu Undivided Family					1352244	0	1352244	1.93	1.93
2 Trusts	0	10	10	0.00	0	10	10	0.00	0.00
3 Clearing Member	43289	0	43289	0.06	398095	0	398095	0.57	0.51
4 Non Resident Indians (NRI)	0	500	500	0.00	0	500	500	0.00	0.00
5 Non Resident Indians (repat)	556397	0	556397	0.79	533604	0	533604	0.76	(0.03)
6 Non Resident Indians (non Repat)	56515	0	56515	0.08	49747	0	49747	0.07	(0.01)
7 Directors Relatives	0	0	0	0.00	0	0	0	0.00	0.00
8 Employee	0	0	0	0.00	0	0	0	0.00	0.00
9 Overseas Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
10 Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
11 IEPF	1044654	0	1044654	1.49	1044654	0	1044654	1.49	0.00
D) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
E) NBFCs Registered With RBI	10000	0	10000	0.01	10000	0	10000	0.01	0.00
<b>Sub Total :</b>	<b>31200230</b>	<b>3096120</b>	<b>34296350</b>	<b>48.99</b>	<b>31269230</b>	<b>3027120</b>	<b>34296350</b>	<b>48.99</b>	<b>(0.00)</b>
<b>Total Public Shareholding</b>	<b>31203880</b>	<b>3096120</b>	<b>34300000</b>	<b>49.00</b>	<b>31272880</b>	<b>3027120</b>	<b>34300000</b>	<b>49.00</b>	<b>(0.00)</b>
<b>(c) Shares Held By Custodians And Against Which Depository Receipts Have Been Issued</b>									
5 Shares Held By Custodians	0	0	0	0.00	0	0	0	0.00	0.00
i) Promoter And Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
ii) Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Public Shareholding</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total</b>	<b>66903880</b>	<b>3096120</b>	<b>70000000</b>	<b>100.00</b>	<b>66972880</b>	<b>3027120</b>	<b>70000000</b>	<b>100.00</b>	<b>(0.00)</b>

## (ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 31/03/2019			Share holding at the end of the year 31/03/2020			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Vedaant Rajesh Poddar	78850	0.1126	0.0000	85850	0.1226	0.0000	0.0100
2	Shilpa Dinesh Poddar	101462	0.1449	0.0000	101462	0.1449	0.0000	0.0000
3	Prabhat D Poddar	497360	0.7105	0.0000	550060	0.7858	0.0000	0.0753
4	Rajesh Poddar	673850	0.9626	0.0000	0	0.0000	0.0000	-0.9626
5	Dinesh Poddar	833700	1.1910	0.0000	0	0.0000	0.0000	-1.1910
6	Nupur R Poddar	881180	1.2588	0.0000	881180	1.2588	0.0000	0.0000
7	Rhea Dineshkumar Poddar	888550	1.2694	0.0000	1001850	1.4312	0.0000	0.1618
8	Pushpadevi Poddar	1127500	1.6107	0.0000	1331500	1.9021	0.0000	0.2914
9	Aryan Rajeshkumar Poddar	1217350	1.7391	0.0000	1345350	1.9219	0.0000	0.1828
10	Dinesh Ramprasad Poddar	1502888	2.1470	0.0000	2677588	3.8251	0.0000	1.6781
11	Rajesh Kumar Poddar	1642500	2.3464	0.0000	2528350	3.6119	0.0000	1.2655

## (ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 31/03/2019			Share holding at the end of the year 31/03/2020			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
12	Ramprasad Poddar	2402300	3.4319	0.0000	1849300	2.6419	0.0000	-0.7900
13	Swasti Vinayaka Realestate Development Pvt Ltd	7085760	10.1225	0.0000	7048760	10.0697	0.0000	-0.0528
14	Swasti Vinayaka Investech Private Limited	16766750	23.9525	0.0000	16298750	23.2839	0.0000	-0.6686
	<b>Total</b>	<b>35700000</b>	<b>50.9999</b>		<b>35700000</b>	<b>50.9998</b>		<b>-0.0001</b>

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

Sr. No.	Particulars	Shareholding		Transaction Details			Cumulative Shareholding during the year	
		No. of Shares at the Beginning(30/03/2019)/ end of the year (31/03/2020)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	No. of shares	% of total shares of the Company
1.	Swasti Vinayaka Investech Private Limited	16766750	23.95	30-mar-2019			16766750	23.95
			23.28	15-nov-2019			16298750	23.28
		16298750	23.28	31-mar-2020	-468,000	Sell	16298750	23.28
2	Swasti Vinayaka Realestate Development Pvt Ltd	7085760	10.12	30-mar-2019			7085760	10.12
			10.07	28-feb-2020			7048760	10.07
		7048760	10.07	31-mar-2020	-37,000	Sell	7048760	10.07
3	Dinesh Ramprasad Poddar	1502888	2.15	30-mar-2019			1502888	2.15
			2.63	12-apr-2019			1843888	2.63
			3.83	10-may-2019	341,000	Buy	2677588	3.83
4	Rajesh Kumar Poddar	2677588	3.83	31-mar-2020			2677588	3.83
		1642500	2.35	30-mar-2019			1642500	2.35
			2.65	12-apr-2019			1854500	2.65
			3.61	10-may-2019	212,000	Buy	2528350	3.61
		2528350	3.61	31-mar-2020	673,850	Buy	2528350	3.61
5	Ramprasad Poddar	2402300	3.43	30-mar-2019			2402300	3.43
			2.64	12-apr-2019			1849300	2.64
		1849300	2.64	31-mar-2020	-553,000	Sell	1849300	2.64
6	Aryan Rajeshkumar Poddar	1217350	1.74	30-mar-2019			1217350	1.74
			1.87	15-nov-2019			1308350	1.87
			1.92	28-feb-2020	91,000	Buy	1345350	1.92
		1345350	1.92	31-mar-2020	37,000	Buy	1345350	1.92
7	Pushpadevi Poddar	1127500	1.61	30-mar-2019			1127500	1.61
			1.90	15-nov-2019			1331500	1.90
		1331500	1.90	31-mar-2020	204,000	Buy	1331500	1.90
8	Rhea Dineshkumar Poddar	888550	1.27	30-mar-2019			888550	1.27
			1.43	15-nov-2019			1001850	1.43
		1001850	1.43	31-mar-2020	113,300	Buy	1001850	1.43
9	Nupur R Poddar	881180	1.26	30-mar-2019			881180	1.26
		881180	1.26	31-mar-2020			881180	1.26
10	Dinesh Poddar	833700	1.19	30-mar-2019			833700	1.19
			0.00	10-may-2019			0	0.00
			0.00	31-mar-2020	-833,700	Sell	0	0.00
11	Rajesh Poddar	673850	0.96	30-mar-2019			673850	0.96
			0.00	10-may-2019			0	0.00
			0.00	31-mar-2020	-673,850	Sell	0	0.00
12	Prabhat D Poddar	497360	0.71	30-mar-2019			497360	0.71
			0.79	15-nov-2019			550060	0.79
		550060	0.79	31-mar-2020	52,700	Buy	550060	0.79
13	Shilpa Dinesh Poddar	101462	0.14	30-mar-2019			101462	0.14
		101462	0.14	31-mar-2020			101462	0.14
14	Vedaant Rajesh Poddar	78850	0.11	30-mar-2019			78850	0.11
			0.12	15-nov-2019			85850	0.12
		85850	0.12	31-mar-2020	7,000	Buy	85850	0.12

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

Sr.No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Shubha Umesh Kamath	1546212	2.21	99447	-	1645659	2.35
2.	Karthik	28225	0.04	856776	-	885001	1.26
3.	Sachin Ramesh Mhatre	700002	1.00	-	-	700002	1.00
4.	Chandubhai Parmanand	331754	0.47	151259	(4319)	478694	0.68
5.	Geetaben	437599	0.63	-	-	437599	0.63
6.	Pranali	373020	0.53	-	-	373020	0.53
7.	M R Sheeba	370000	0.53	-	-	370000	0.53
8.	Smc Global Securities Limited	357574	0.51	66930	(271501)	153003	0.22
9.	Praful Gupta	312442	0.45	-	-	312442	0.45
10.	Ramilaben Navinchandra Shah	307684	0.44	-	-	307684	0.44
11.	Shambhulal Gupta (huf)	295783	0.42	-	(1000)	294783	0.42

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

Sr.No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1	Ramprasad Poddar	2402300	3.43	-	553000	1849300	2.64
2.	Rajesh Kumar Poddar	1642500	2.35	885850	-	2528350	3.61
3.	Dinesh Ramprasad Poddar	1502888	2.15	1174700	-	2677588	3.83
4.	Shilpa D Poddar	101462	0.14	-	-	101462	0.14
5.	Rhea Dinesh Poddar	888550	1.27	113300	-	1001850	1.43
6.	Aryan Rajesh Poddar	1217350	1.74	128000	-	1345350	1.92

**V. INDEBTEDNESS:**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount due	1,09,03,072	38,93,000	3,04,46,597	4,52,42,669
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not paid	-	-	-	-
<b>Total (i+ii+iii)</b>	1,09,03,072	38,93,000	3,04,46,597	4,52,42,669
<b>Change in Indebtedness during the financial year</b>				
· Addition	26,80,03,114	4,70,000	7,89,590	26,92,62,704
· Reduction	(22,88,48,077)	-	(2,55,000)	(22,91,03,077)
<b>Net Change</b>	3,91,55,036	4,70,000	5,34,590	4,01,59,626
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,00,58,109	43,63,000	3,09,81,187	8,54,02,296
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	5,00,58,109	43,63,000	3,09,81,187	8,54,02,296



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Amount in Lakhs

Sr. No.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Rajeshkumar Poddar	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	30,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,00,000	7,00,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	37,00,000	37,00,000
	Ceiling as per the Act	84,00,000	84,00,000

**B. Remuneration to other Directors: NIL****C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM:**

Amount in Lakhs

Sr. No.	Particulars of Remuneration	Mr. Rajesh M. Raut (Chief Financial Officer)	Ms. Shikha A. Mishra (Company Secretary)	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,05,600	4,60,800	11,66,400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	7,05,600	4,60,800	11,66,400

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

There were no penalties / punishment/ compounding of offences for breach of any provisions under the Companies Act, against the Company or its Directors or other officers, if any, during the year.

**Registered Office:**

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

Date: 04<sup>th</sup> September, 2020  
Place: Mumbai

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar  
Chairman & Managing Director  
DIN-00164011

## Annexure - II

Form No. AOC-2

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

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

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

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

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any
1.	Ivy League Fashions Pvt. Ltd.	Purchase-Fabric/ Garment	N.A.	N.A.	28/05/2019	N.A.
2.	Ivy League Fashions Pvt. Ltd.	Payment of Electricity Charges	N.A.	N.A.	28/05/2019	N.A.
3.	Ivy League Fashions Pvt. Ltd.	Brokerage Paid	N.A.	N.A.	28/05/2019	N.A.
4.	Elan Realtors India Pvt. Ltd.	Brokerage Paid	N.A.	N.A.	28/05/2019	N.A.
5.	Swasti Vinayaka Investech Pvt. Ltd.	Compensation (Rent Received)	N.A.	N.A.	28/05/2019	N.A.
6.	Swasti Vinayaka Realestate Development Pvt. Ltd.	Compensation (Rent Received)	N.A.	N.A.	28/05/2019	N.A.

Registered Office:

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

Date: 04<sup>th</sup> September, 2020

Place: Mumbai

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar  
Chairman & Managing Director  
DIN-00164011

## Annexure - III

Remuneration details of Directors and employees

Amount in Lakhs

i.) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr No.	Directors Name	Remuneration FY 2019-20	Median Remuneration of employees FY 2019-20	Ratio
1.	Mr. Rajesh Poddar	37.00	4.09	9.05:1

ii.) The percentage increase in the remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr No.	Directors Name	Remuneration FY 2019-20	Remuneration FY 2018-19	% Increase
1.	Mr. Rajesh Poddar	37.00	32.47	13.95%

iii.) The percentage increase in the median remuneration of employees in the financial year:

Median Remuneration of employees FY 2019-20	Median Remuneration of employees FY 2018-19	% Increase
4.09	3.84	6.51%

iv.) The number of permanent employees on the rolls of Company: 13

v.) Average percentile increase already made in the salaries of employees other than Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration:

	FY 2019-20	FY 2018-19	% Increase
Employees Salary	55.94	49.84	12.25%
Managerial Remuneration	37.00	32.47	13.95%

The Company follows performance appraisal methodology wherein performances of employees are linked to the key deliverables and key control areas of the Company.

vi.) Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration is as per the remuneration policy of the Company.

Registered Office:

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

Date: 04<sup>th</sup> September, 2020

Place: Mumbai

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Rajesh Poddar  
Chairman & Managing Director  
DIN-00164011

**Annexure-IV**  
**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,

**Swasti Vinayaka Synthetics Limited**

CIN: L99999MH1981PLC024041

J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar - 401506

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SWASTI VINAYAKA SYNTHETICS LIMITED CIN: L99999MH1981PLC024041 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made 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, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As identified by the management, other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the management.
  - a. Factories Act, 1948;
  - b. Trade Union Act, 1926;
  - c. Industrial Dispute Act, 1947;
  - d. The Payment of Wages Act, 1936;
  - e. The Minimum of Wages Act, 1948;
  - f. Employees State Insurance Act, 1948;
  - g. The Employees Provident Fund and Misc. Provisions Act, 1952;
  - h. The Payment of Bonus Act, 1965
  - i. The Payment of Gratuity Act, 1972;
  - j. Air (Prevention and Control of Pollution) Act, 1981;
  - k. The Environment (Protection) Act, 1986;

## I. Trade Marks Act, 1999;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Uniform Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Pursuant to provisions of Section 203(1)(ii) and 203(1) (iii) of the Companies Act, 2013, the Company had not appointed Company Secretary and Chief Financial Officer upto April 25, 2019.
2. Pursuant to Regulation 47 (3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has not given Advertisement in Newspaper regarding notice of the meeting of Board of Directors held on 28.05.2019, 26.07.2019, 08.11.2019 and 22.01.2020 in which the financial results were approved.
3. Pursuant to Regulation 30 and Schedule III- Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; outcome of the Annual General Meeting held on 28.09.2019 was not submitted with BSE within 24 hours of conclusion of AGM.
4. The company has not filed Board resolutions with Registrar of Companies for Loans taken and investments made during the financial year as required under Section 117(3) of Companies Act, 2013.

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the Minutes.

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

We further report that during the audit period the Company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Sandeep Dar & Co.

Place: Navi Mumbai

Date: August 26, 2020

Proprietor

FCS: 3159

C.P No.: 1571

UDIN:F003159B000620512



## INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

To the Members of  
SWASTI VINAYAKA SYNTHETICS LIMITED

### Opinion

We have audited the accompanying Ind AS financial statements of SWASTI VINAYAKA SYNTHETICS LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of changes in Equity for the year 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 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit/loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. There are no other key audit matters and we do not provide a separate opinion on these matters.

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

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

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

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

### Responsibility of Management for the Financial Statements

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

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

Board of Directors is also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibility for the Audit of the financial statements

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

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

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

143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### OTHER MATTERS

We draw attention to Note No. AA-8, which describes the uncertainty caused by Novel Coronavirus (COVID-19) pandemic with respect to the estimates of company's business operations and that such estimates may be affected by the severity and duration of the pandemic. Our opinion is not modified in respect of this matter.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, 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 Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act as applicable.
  - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor education and protection fund by the Company.

**For SANJAY RAJA JAIN & CO.**  
Chartered Accountants  
FRN No. 120132W

**SANJAY RAJA JAIN**  
Partner

M. No. 108513

UDIN: 20108513AAAAAC9963

Place : Mumbai  
Dated: 29/07/2020

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our Independent Auditor's Report of even date to the members of **SWASTI VINAYAKA SYNTHETICS LIMITED**. On the financial statements as of and for the year ended 31.03.2020,

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) As explained to us fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.  
(c) According to information and explanations given to us and on the basis of our examination of records the title deeds of immovable properties are held in the name of the company.
- (ii) The management has conducted physical verification in respect of finished goods, stores, spare parts and raw materials at reasonable intervals, no material discrepancies have been noticed on physical verification of stocks as compared to book records.
- (iii) 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 explanation give to us, we report that Company has not given any loan, made any investments, given guarantees and securities to specified persons under Companies Act, hence provision of section 185 and 186 of the Companies Act are not applicable to Company.
- (v) The Company has not accepted any deposits from the public 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, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under section 148 (1) of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax and any other statutory dues with the appropriate authorities.  
(b) According to the information and explanations given to us, there are no dues of income-tax, goods and services tax, wealth tax, which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company did not have any loan or borrowing from government and Debenture holders. The Company has not defaulted in the repayment of dues to Banks and financial institution.
- (ix) The company has not raised moneys by way of initial public offer or further public offer including debt instruments. The company has obtained Term Loan /packing credit /loan / overdraft facilities have been applied for the purpose for which they were obtained.
- (x) During the course of our examination of the books and records of the company, carried in accordance with auditing standard generally accepted in India, we have neither come across any instance of fraud by the company or on the Company by its officers or employees noticed or reported during the course of our audit nor have we been informed of any such instance by the management.
- (xi) As explained to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (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.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

**For SANJAY RAJA JAIN & CO.**  
**Chartered Accountants**  
 FRN No. 120132W  
**SANJAY RAJA JAIN**  
 Partner  
 M. No. 108513  
 UDIN: 20108513AAAAAC9963

Place : Mumbai  
 Dated: 29/07/2020

## "ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SWASTI VINAYAKA SYNTHETICS LIMITED

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

We have audited the internal financial controls over financial reporting of SWASTI VINAYAKA SYNTHETICS LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 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 or for other reasons.

#### Opinion

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

**For SANJAY RAJA JAIN & CO.**  
**Chartered Accountants**  
FRN No. 120132W

**SANJAY RAJA JAIN**  
Partner

M. No. 108513

UDIN: 20108513AAAAAC9963

Place : Mumbai  
Dated: 29/07/2020



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

(Amounts in ₹)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
I. Property, Plant & Equipment	B	4,91,09,640	4,21,98,966
II. Financial Assets:			
1. Investment	C	85,44,549	1,35,58,222
2. Loans	D	3,10,66,380	2,85,65,590
		8,87,20,569	8,43,22,778
<b>Current Assets</b>			
I. Inventories	E	8,48,92,351	6,21,04,024
II. Financial Assets:			
1. Trade Receivable	F	6,84,02,708	5,90,09,105
2. Cash & Cash equivalents	G	84,555	82,163
3. Bank Balance Other than 2. above	H	18,73,997	16,86,748
4. Loans	I	4,96,12,980	4,18,58,266
5. Other Current Assets	J	18,491	-
		20,48,85,081	16,47,40,306
<b>TOTAL</b>		<b>29,36,05,650</b>	<b>24,90,63,084</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
I. Equity Share Capital	K	7,00,00,000	7,00,00,000
II. Other Equity	L	5,95,40,296	5,78,64,167
		12,95,40,296	12,78,64,167
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
I. Financial Liabilities			
1. Long Term Borrowings	M	1,20,11,583	22,08,171
2. Other Financial Liabilities	N	3,09,81,187	3,04,46,597
II. Deferred Tax Liabilities		37,70,739	39,49,579
		4,67,63,510	3,66,04,347
<b>Current Liabilities</b>			
I. Financial Liabilities			
1. Short Term Borrowings	O	43,63,000	46,15,609
2. Trade Payables	P	1,23,74,516	73,27,532
3. Other Financial Liabilities	Q	10,03,60,345	7,23,24,679
II. Other Current Liabilities	R	2,03,984	3,26,750
		11,73,01,844	8,45,94,570
<b>TOTAL</b>		<b>29,36,05,650</b>	<b>24,90,63,084</b>

**NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT****AA**

As per our attached report of even date

For and on behalf of the Board

**For SANJAY RAJA JAIN & CO.**Chartered Accountants  
(Firm Registration No.120132W)**SANJAY RAJA JAIN**(Partner)  
M.No.108513  
UDIN: 20108513AAAAAC9963  
Mumbai, Date : 29.07.2020**RAJESH KUMAR PODDAR**  
Chairman & Managing Director  
[DIN : 00164011]**RAMPRASAD PODDAR**  
Director  
[DIN : 00163950]**DINESH KUMAR PODDAR**  
Director  
[DIN : 00164182]

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

Particulars	NOTE NO.	As at 31.03.2020 (IN RUPEES)	As at 31.03.2019 (IN RUPEES)
<b>Revenue From Operations</b>			
Revenue From Operations	S	20,91,18,123	19,05,80,950
Other Income	T	25,53,647	45,88,615
<b>Total Revenue</b>		<b>21,16,71,771</b>	<b>19,51,69,565</b>
<b>Expenses:</b>			
Cost Of Material Consumed	U	12,78,49,844	7,91,62,381
Purchase Of Stock-In-Trade	V	1,09,55,666	2,22,49,208
Changes In Inventories Of Finished Goods, Stock In Trade & Work In Progress	W	-2,36,27,055	-44,50,044
Employee Benefits Expenses	X	1,20,49,871	94,27,013
Finance Costs	Y	40,31,752	24,61,362
Depreciation And Amortization Expense	B	49,29,940	41,74,785
Other Expenses	Z	5,63,61,893	4,76,10,874
<b>Total Expenses</b>		<b>19,25,51,912</b>	<b>16,06,35,578</b>
<b>Profit Before Exceptional Item And Tax</b>		<b>1,91,19,859</b>	<b>3,45,33,987</b>
<b>Profit Before Tax</b>		<b>1,91,19,859</b>	<b>3,45,33,987</b>
<b>Tax Expense</b>			
Current Tax		-50,00,000	-92,40,000
Deferred Tax		1,78,840	-57,074
<b>Profit For The Period From Continuing Operations</b>		<b>1,42,98,699</b>	<b>2,52,36,913</b>
<b>Other Comprehensive Income</b>			
1. Items That Will Not Be Reclassified To Profit Or Loss			
A. Remeasurement Of Investment In Equity)		-28,74,013	-20,56,044
B. Income Tax Relating To Item A. Above			-
<b>Total Other Comprehensive Income</b>		<b>-28,74,013</b>	<b>-20,56,044</b>
<b>Total Comprehensive Income For The Period</b>		<b>1,14,24,686</b>	<b>2,31,80,869</b>
<b>Earning Per Equity Share</b>			
Basic		0.16	0.33
Diluted		0.16	0.33

### NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

As per our attached report of even date

#### For SANJAY RAJA JAIN & CO.

Chartered Accountants  
(Firm Registration No.120132W)

#### SANJAY RAJA JAIN

(Partner)  
M.No.108513  
UDIN: 20108513AAAAAC9963  
Mumbai, Date : 29.07.2020

**RAJESH KUMAR PODDAR**  
Chairman & Managing Director  
[DIN : 00164011]

**RAMPRASAD PODDAR**  
Director  
[DIN : 00163950]

**DINESH KUMAR PODDAR**  
Director  
[DIN : 00164182]

AA

For and on behalf of the Board

## CASH FLOW STATEMENT

(Prepared pursuant to Listing Agreement)

(Amounts in ₹)

	2019-20	2018-19
	RS.	RS.
<b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>		
Net Profit/ (Loss) Before Tax and Extraordinary Items	1,91,19,859	3,45,33,987
Adjustment for:		
Depreciation	49,29,940	41,74,785
Interest Paid/Payable on Loans etc.	34,58,561	22,83,462
Interest Received/Receivable on Loans	(13,34,417)	(3,24,334)
Profit on sale of fixed assets	(88,883)	(20,44,002)
Profit on sale of Investment	(1,06,467)	(33,19,315)
Operating Profit before Working Capital Changes	<u>2,59,78,593</u>	<u>7,70,596</u>
		3,53,04,583
Trade Receivable	(93,93,603)	(1,93,79,627)
Inventories	(2,27,88,327)	(73,38,166)
Trade Payable / Other Current Liabilities	<u>3,59,45,140</u>	<u>51,78,688</u>
	37,63,210	(2,15,39,105)
Cash Generated from Operation	<u>2,97,41,803</u>	<u>1,37,65,478</u>
Extra Ordinary Items	-	-
Net Cash from Operating Activities	(A) <u>2,97,41,803</u>	(A) <u>1,37,65,478</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,23,99,532)	(41,30,683)
Purchase of Investment (shares)	(33,800)	(71,98,408)
Purchase of Investment (FD)	(32,09,990)	-
Sale of Investment (shares)	55,30,101	1,08,94,591
Sale of Investment (FD)	-	18,15,440
Sale of Fixed Assets	1,82,001	22,13,001
Interest Received on Loans	<u>13,34,417</u>	<u>3,24,334</u>
Net Cash used in Investing Activities	(B) <u>(85,96,803)</u>	(B) <u>39,18,275</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	(92,82,758)	(13,839)
Long Term Borrowings (Net)	1,03,38,002	8,67,035
Short Term Borrowings	(2,52,609)	12,37,609
Interest Paid	(34,58,561)	(22,83,462)
Long Term Loans & Advances	(25,00,790)	(35,00,000)
Short Term / Other Current Assets	(77,73,204)	(79,35,066)
Income Tax Paid	<u>(80,25,439)</u>	<u>(92,40,000)</u>
Net Cash used in Financing Activities	(C) <u>(2,09,55,359)</u>	(C) <u>(2,08,67,723)</u>
Net (A+B-C)	<u>1,89,641</u>	<u>(31,83,970)</u>
Cash & Cash Equivalent as on first date of FY	17,68,911	49,52,881
Cash & Cash Equivalent as on last date of FY	<u>19,58,552</u>	<u>17,68,911</u>
Net Inflow / (Outflow)	<u>1,89,641</u>	<u>(31,83,970)</u>

For and on behalf of the Board

**RAJESH PODDAR**  
Chairman & Managing Director  
[DIN : 00164011]

**RAMPRASAD PODDAR**  
Director  
[DIN : 00163950]

**DINESH PODDAR**  
Director  
[DIN : 00164182]

Mumbai, Date : 29.07.2020

**AUDITOR'S CERTIFICATE**

We have verified the above Cash Flow of Swasti Vinayaka Synthetics Limited, derived from the Audited Financial Statement and books & records maintained by the company for the year ended 31st March, 2018 and year ended 31st March, 2019 and found the same to be drawn in accordance therewith.

**For SANJAY RAJA JAIN & CO.**  
Chartered Accountants  
(Firm Registration No.120132W)

**SANJAY RAJA JAIN**  
Partner  
Mem. No.108513  
UDIN: 20108513AAAAAC9963

Mumbai, Date : 29.07.2020

## NOTE A : NOTES TO FINANCIAL STATEMENT

### 1. General Information

SWASTI VINAYAKA SYNTHETICS LIMITED (the Company) (CIN: L99999MH1981PLC024041) is a public limited company and is listed on Bombay Stock Exchange (BSE). The Company is engaged inter alia, in the business of manufacturing of wide range of shirting fabrics comprising of cotton, linen, lycra, polyester, viscose and their blends. Also the company is in receipt of compensation against property.

These financial statements were approved by board of directors on Jul 29, 2020.

### 2. Significant Accounting Policies

#### 1. Basis of preparation of Financial Statements

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, under the historical cost convention on accrual basis.

The financial statements up to year ended March 31, 2020 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2014 and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. Refer note Y related to First-time Adoption of Ind AS for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

- b) All the assets and liabilities has been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be twelve months for the purpose of current - non-current classification of assets and liabilities.
- c) Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.

#### 2. Property, Plant and Equipment and Depreciation

##### A) Property Plant and Equipment:

- a) Freehold land is carried at historical cost. All other Tangible Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. All costs, including borrowing cost till respective assets is put to use, are capitalized.
- b) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.
- c) Transition to Ind AS,  
On transition to Ind AS, the Company has opted to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment on the transition date.

##### B) Depreciation:

Depreciation has been provided as under:

- (i) For assets existing on 1st April 2014 the carrying amount will be amortized over the remaining useful lives on straight line method as prescribed in the schedule II of Companies Act, 2013.
- (ii) For the assets added after the 1st April 2014 :- On straight line method at the useful Lives prescribed in Schedule II to The Companies Act, 2013.
- (iii) Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the days of addition/ disposal.
- (iv) The residual values are not more than 5% of the original cost of the asset

#### 3. Foreign Exchange Transaction

- (i) Functional currency and presentation currency :  
The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees, which is the Company's functional and presentation currency.
- (ii) Transactions and balances :  
Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the time of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions is recognized in statement of profit or loss.  
At the reporting date, non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

#### 4. Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All the other investments are classified as long-term investments. Current investments and Long Term Investments are carried at fair value at the Balance sheet date.

##### Transition to Ind AS :

- (a) Investments :  
Upon first time adoption of Ind AS, the Company has opted to value at fair Price to all of its investments as at April 1, 2016 and use that carrying value as the deemed cost of such other investment on the transition date. The resulting gain or loss arising from such a transition is added to retained earnings in balance sheet as on the April 1, 2016.

#### 5. Inventories

Inventories are stated at lower of cost and net realizable value.

Cost of raw materials is determined using FIFO method. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

The cost of finished goods and Stock-in-process comprises raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of completion.

Waste material are valued at Net Realizable value, if any.

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

#### 6. Recognition of Income & Expenditure

- (i) Revenue/ Incomes and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred.
- (ii) a) Sale of Goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods.
- b) Sales of goods are accounted excluding taxes, wherever applicable.

(iii) Interest Income/ expenditure is recognized on the time proportion basis taking into account of the amount outstanding and the rate applicable.

(iii) Dividend income is recognized when the right to received dividend is established.

## 7. Customs Duty

Custom Duty is accounted for as and when paid on the clearance of the goods for home Consumption.

## 8. Employees Retirement and other benefits

### a) Provident fund:-

The contribution of the Company on a monthly basis towards Provident Fund and Employee State Insurance, which are, defined contributions plans are charged to revenue. The company has paid to regulatory authority & has no further obligations other than these contributions.

### b) Leave Encashment:-

The Company recognises and pays Leave Encashment on a quarterly basis to all Employees.

### c) Gratuity:-

The company recognises and pays Gratuity on cash basis to the employees i.e. on Retirement, resignation, termination of employees.

## 9. Provisions & Contingent Liabilities

### Provisions

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

### Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only on the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not portable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## 10. Income Tax, Deferred Tax and Dividend Distribution Tax

### a) Current and Deferred Tax

Tax expense for the period, comprising Current tax and Deferred Tax are included in the determination of net profit or loss for the period.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred Tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted and substantively enacted at the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets, if any.

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 related to the 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 realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

### b) Dividend Distribution Tax :

Dividend distribution tax paid and the dividends is recognized consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to Statement of Profit and Loss.

## 11. Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that a tangible asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of asset that generates cash inflows from continuing use that are largely independent of the cash inflow from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

## 12. Cash and Cash Equivalents:

In the Cash flow statement, cash and cash equivalents include cash on hand, demand deposits with bank, other short term highly liquid investments with original maturity of three months or less.

## 13. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The Weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for the events, such as bonus shares, other than conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity share holders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## 14. Financial Instruments

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

### I. Financial Assets

#### a) Classification

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

- at fair value either through other comprehensive income (FVOCI) or through profit and loss (FVTPL); and
- at amortised cost.

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

Gains and losses will either be recorded in the statement of profit and loss or other comprehensive income for assets measured at fair value.



For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value or through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**b) Measurement**

At initial recognition, in case of a financial asset not at fair value through the statement of profit and loss account, the Company measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the statement of profit and loss are expensed in profit or loss.

**a) Equity instruments**

The Company measures all equity investments at fair value. The Company's management has opted to present fair value gains and losses on equity investments through profit and loss account. Dividends from such investments are recognised in the statement of profit and loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognised in other income or other expenses, as applicable in the statement of profit and loss.

**c) Derecognition of financial assets**

A financial asset is derecognised only when -

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**d) Income Recognition**

**Interest income**

Interest income from debt instruments is recognised in the profit and loss statement on accrual basis. Interest income on receipt of delayed payments from creditors is recognized on cash basis.

**Dividend income**

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**e) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**f) Financial Liabilities**

**a. Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liabilities not recorded at fair value through profit and loss), that are directly attributable to the issue of financial liability.

**b. Derecognition**

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 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**c. 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 as per payment terms.

**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 recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**3A Critical estimates and judgments**

In the application of the company's accounting policies, which are described in note A, the management is required to make judgment, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other process. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period if the revision affects both current and future period.

The following are the critical estimates and judgments that have the significant effect on the amounts recognised in the financial statements.

**Critical estimates and judgments**

**i) Estimation of current tax expense and deferred tax**

The calculation of the company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax in the period in which such determination is made.

**Recognition of deferred tax assets / liabilities**

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the approved budgets of the company. Where the temporary differences are related to losses, local tax law is considered to determine the availability of the losses to offset against the future taxable profits as well as whether there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the company. Significant items on which the Company has exercised accounting judgment include recognition of deferred tax assets in respect of losses. The amounts recognised in the financial statements in respect of each matter are derived from the Company's best estimation and judgment as described above.

**ii) Estimation of Provisions and Contingent Liabilities**

The company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities, which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. Although there can be no assurance of the final outcome of the legal proceedings in which the company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

**iii) Estimation of useful life of Property, Plant and Equipment, Intangible assets, Investment properties**

Property, Plant and Equipment, Intangible assets, Investment properties 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 management at the time the asset is acquired and reviewed periodically, including at each financial year end. The useful 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 technology.

**iv) Estimation of provision for inventory**

The company writes down inventories to net realisable value based on an estimate of the realisability of inventories. Write downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of estimates of net selling prices of the down-graded inventories. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

**v) Impairment of Trade Receivable**

The impairment provisions for trade receivable are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**3B New accounting standards/ amendments to existing standards issued but not yet effective**

Following are the amendments to existing standards which have been issued by The Ministry of corporate Affairs (-MCA) that are not effective for the reporting period and have not been early adopted by the company :

**a. Amendments to Ind AS 115, Revenue from contracts with customers:**

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and related appendices.

A new five-step process must be applied before revenue can be recognized:

1. identify contracts with customers
2. identify the separate performance obligation
3. determine the transaction price of the contract
4. allocate the transaction price to each of the separate performance obligations, and
5. recognise the revenue as each performance obligation is satisfied.

The Company is currently under the process of assessing the potential impact of this amendment. These amendments are mandatory for the reporting period beginning on or after April 01, 2018.

**b. Amendments to Appendix B to Ind AS 21 Foreign currency transactions and advance consideration:**

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/ contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The Company is currently assessing the potential impact of this amendment. These amendments will be applied prospectively to items in scope, for the reporting period beginning on or after April 01, 2018.

**c. Amendments to Ind AS 40 Investment property - Transfers of investment property:**

The amendments clarify that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer. The list of evidence for a change of use in the standard was re-characterized as a non-exhaustive list of examples and scope of these examples have been expanded to include assets under construction/development and not only transfer of completed properties.

The Company is currently assessing the potential impact of this amendment.

The Company has opted to apply these amendments prospectively to changes in use that occur on or after the date of initial application i.e. April 01, 2018. On April 01, 2018, the Company shall reassess the classification of properties held at that date and, if applicable, reclassify properties to reflect the conditions that exist as at that date.

**d. Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses:**

The amendment clarify the accounting for deferred taxes where an asset is measured at fair value and at fair value is below the asset's tax base. The management is in the process of assessing the impact of above amendments. The company will adopt the amendment from April 1, 2018.

There are no other standards that are not yet effective and that would be expected to have a material impact on the company in the current of future reporting periods and on foreseeable future transactions.

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2020

SCHEDULE :- B FIXED ASSTES												
(Amounts in ₹)												
PARTICULARS	RATE	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
		AS ON 1-4-2019	ADDITION DURING THE YEAR	SALE/ TRANSFER DURING THE YEAR	AS ON 31-03-2020	AS ON 1-04-2019	PROVIDED DURING THE YEAR	W/off/ Deletion	ADJ. DURING YEAR	AS ON 31-03-2019	AS ON 31-03-2019	AS ON 31-03-2018
FREEHOLD LAND	-	15,95,300	-	-	15,95,300	-	-		-	-	15,95,300	15,95,300
LEASE HOLD LAND	-	10,82,514	-	-	10,82,514	2,33,393	12,784		-	2,46,177	8,36,337	8,49,121
FACTORY BLDG.	3.17%	3,83,56,944	-	-	3,83,56,944	2,58,72,693	12,73,946		-	2,71,46,639	1,12,10,306	1,24,84,252
OFFICE PREMISES	1.58%	51,76,244	-	-	51,76,244	24,08,095	86,847		-	24,94,942	26,81,302	27,68,149
RESIDENTIAL FLATS	1.58%	1,52,132	-	-	1,52,132	78,394	2,133		-	80,527	71,605	73,738
PLANT & MACHINERY	6.33%	8,15,01,176	85,00,000	-	9,00,01,176	7,70,66,062	25,03,767		-	7,95,69,829	1,04,31,345	44,35,113
FURNITURE & FIXTURE	9.50%	2,38,99,002	-	-	2,38,99,002	2,11,21,335	4,16,969		-	2,15,38,303	23,60,699	27,77,667
COMPUTER & PERIPHERALS	31.67%	45,81,387	51,714	-	46,33,100	42,25,990	1,58,734		-	43,84,724	2,48,376	3,55,396
OFFICE & FACT. EQUIPT	19.00%	17,03,319	-	-	17,03,319	16,83,629	3,406		-	16,87,035	16,284	19,690
ELECTRICAL INSTALLATION	9.50%	43,28,221	-	-	43,28,221	40,06,072	23,865		-	40,29,937	2,98,284	3,22,149
VECHICLES	11.88%	63,98,917	38,47,818	18,62,339	83,84,396	25,45,668	6,95,517		17,69,221	14,71,964	69,12,432	38,53,249
Gala No. 103	1.58%	1,37,54,000	-	-	1,37,54,000	10,88,858	2,17,772		-	13,06,630	1,24,47,370	1,26,65,142
<b>TOTAL</b>		<b>18,25,29,155</b>	<b>1,23,99,532</b>	<b>18,62,339</b>	<b>19,30,66,348</b>	<b>14,03,30,189</b>	<b>53,95,740</b>	<b>-</b>	<b>17,69,221</b>	<b>14,39,56,708</b>	<b>4,91,09,640</b>	<b>4,21,98,966</b>
<b>PREVIOUS YEAR</b>		<b>18,02,85,341</b>	<b>41,30,683</b>	<b>18,86,868</b>	<b>18,25,29,155</b>	<b>13,74,07,473</b>	<b>46,40,585</b>	<b>-</b>	<b>17,17,869</b>	<b>14,03,30,189</b>	<b>4,21,98,966</b>	<b>4,28,77,868</b>

### NOTE C - INVESTMENT

SR. NO.	SCRIP	FACE VALUE RUPEES	AS ON 31.03.2020		AS ON 31.03.2019	
			NO.OF SHARES	AMOUNT RUPEES	NO.OF SHARES	AMOUNT RUPEES
<b>a.</b>	<b>FULLY PAID UP EQUITY SHARES (QUOTED)</b>					
1	3M INDIA LTD.	10	-	-	-	-
2	ABB INDIA LIMITED.	2	-	-	400	5,46,064
3	ADITYA BIRLA CAPITAL	1	3,000	3,90,624	300	3,90,624
4	ASIAN PAINTS LTD.	1	-	-	-	-
5	AVENUE SUPERMARTS LTD- DMART.	10	-	-	-	-
6	BAJAJ AUTO LTD.	10	325	9,85,662	325	9,85,662
7	BOSCH LTD.	10	45	8,99,949	45	8,99,949
8	DLF LTD.	2	2,500	5,63,877	2,500	5,63,877
9	EICHER MOTORS LTD.	10	15	4,59,227	15	4,59,227
10	EMAMI LTD.	1	1,000	6,10,772	1,000	6,10,772
11	GILLETTE INDIA LTD.	10	-	-	110	7,37,250
12	GODREJ AGROVET LTD.	10	1,200	6,96,656	1,200	6,96,656
13	GODREJ CONSUMER PRODUCTS LTD.	1	-	-	-	-
14	GODREJ INDUSTRIES LTD.	1	-	-	-	-
15	GRASIM INDUSTRIES LTD.	2	300	3,76,166	300	3,76,166
16	HDFC ASSET MANAGEMENT COMPANY LTD.	5	-	-	300	5,67,408
17	HDFC STANDARD LIFE INSURANCE.	10	-	-	1,400	5,69,524
18	ICICI PRU. LIFE INSURANCE LTD.	10	-	-	2,000	7,93,587
19	INFOSYS LTD.	5	-	-	-	-
20	ITC LTD.	1	1,500	4,04,113	1,500	4,04,113

Note: 1. Increase / Decrease in shares represent shares purchased / sold during the year unless otherwise stated.  
2. For the scrips where Market rate of last trading day for the financial years is not available, market rate for the last trading date is considered for the valuation.

Note No.	Particulars	31.03.2020	31.03.2019
<b>C</b>	<b><u>Investment</u></b>		
a	Quoted	52,89,371	1,35,53,222
b	Unquoted	32,55,179	5,000
		<b>85,44,549</b>	<b>1,35,58,222</b>
<b>D</b>	<b><u>Loans</u></b>		
	Security Deposits	3,10,66,380	2,85,65,590
	(Unsecured Considered Good Unless Otherwise Stated)	<b>3,10,66,380</b>	<b>2,85,65,590</b>
<b>E</b>	<b><u>Inventories</u></b>		
	(As Taken, Valued & Certified By The Management)		
1	Raw Materials;	1,14,69,550	1,23,08,277
2	Work In Process;	2,01,66,343	73,02,186
3	Finished Goods;	5,16,71,312	4,09,08,414
4	Packing Material	2,47,627	2,65,437
5	Stores,Spares & Loose Tools;	13,37,520	13,19,710
		<b>8,48,92,351</b>	<b>6,21,04,024</b>
<b>F</b>	<b><u>Trade Receivable</u></b>		
	Debts Outstanding For A Peroid Exceeding Six Month From The Date They Are Due	3,57,04,763	1,56,03,841
	Other Debts	3,26,97,945	4,34,05,263
		<b>6,84,02,708</b>	<b>5,90,09,105</b>

Note No.	Particulars	31.03.2020	31.03.2019
<b>G</b>	<b>Cash &amp; Cash Equivalents</b>		
1	Cash Balance	14,333	10,745
2	Bank Balance	70,222	71,418
		<b>84,555</b>	<b>82,163</b>
<b>H</b>	<b>Bank Balance Other Than Cash &amp; Cash Equivalent</b>		
	Dividend Bank Accounts	18,73,997	16,86,748
<b>I</b>	<b>Loans</b>		
1	Advance To Parties	2,99,056	5,69,781
2	Receivable From Revenue Authorities	4,93,13,924	4,12,88,485
		<b>4,96,12,980</b>	<b>4,18,58,266</b>
<b>J</b>	<b>Other Current Assets</b>		
	Insurance Claim Receivable	-	-
	Interest Receivable	18,491	-
		<b>18,491</b>	<b>-</b>
<b>K</b>	<b>Equity Share Capital</b>		
1	<b>Authorised:</b>		
	8,00,00,000(Previous Year 8,00,00,000)	8,00,00,000	8,00,00,000
2	<b>Issued, Subscribed &amp; Paid Up</b>		
	Shares At The Beginning Of The Accounting Period	7,00,00,000	7,00,00,000
	(Equity Shares Of Rs.1/- Each)		
	Additions During The Year	-	-
	Shares At The End Of The Accounting Period	-	-
		<b>7,00,00,000</b>	<b>7,00,00,000</b>
	<b>Movement In Equity Share Capital</b>		
	<b>Particulars</b>	<b>Nos. of Shares</b>	<b>Nos. of Shares</b>
	Balance As On April 1, 2016	7,00,00,000	7,00,00,000
	Movement During The Year	-	-
	Balance As At March 31, 2017	7,00,00,000	7,00,00,000
	Movement During The Year	-	-
	Balance As At March 31, 2018	7,00,00,000	7,00,00,000
	<b>Detail Of Holding More Than 5%</b>		
	Swasti Vinayaka Investch Pvt. Ltd.	-	1,76,18,750
	- In Percentage	0.00%	25.17%
	Swasti Vinayaka Realstate Dev. Pvt. Ltd.	-	51,95,760
	- In Percentage	0.00%	7.42%
	Ramprasad Poddar	-	39,81,200
	- In Percentage	0.00%	5.69%
<b>L</b>	<b>Other Equity</b>		
1	<b>General Reserve</b>		
	At The Beginning Of The Accounting Period	4,93,00,000	2,38,00,000
	Deletion During The Year	-	-
	Additions During The Year	-	2,55,00,000
	At The End Of The Accounting Period	<b>4,93,00,000</b>	<b>4,93,00,000</b>
2	<b>Securities Premium Account</b>		
	At The Beginning Of The Accounting Period	23,27,362	23,27,362
	Additions During The Year	-	-
	At The End Of The Accounting Period	<b>23,27,362</b>	<b>23,27,362</b>
3	<b>Capital Reserve</b>		
	At The Beginning Of The Accounting Period	30,150	30,150
	Additions During The Year	-	-
	At The End Of The Accounting Period	<b>30,150</b>	<b>30,150</b>
4	<b>Revaluation Reserve</b>		
	At The Beginning Of The Accounting Period	76,95,582	81,61,382
	Deduction During The Year	4,65,800	4,65,800
	At The End Of The Accounting Period	<b>72,29,782</b>	<b>76,95,582</b>



Note No.	Particulars	31.03.2020	31.03.2019
5	Reflect The Change In The Fair Value Of The Equity Instrument At The Beginning Of The Accounting Period	(20,56,044)	(3,68,280)
	Additions / Deletion During The Year	(28,74,013)	(16,87,764)
	At The End Of The Accounting Period	(49,30,057)	(20,56,044)
6	Surplus		
	At The Beginning Of The Accounting Period	5,67,118	4,75,763
	Additions During The Year	1,42,98,699	2,56,05,194
	Dividend	(77,00,000)	-
	Tax On Dividend	(15,82,758)	(13,839)
	Transfer To/From Reserves	-	-2,55,00,000
	At The End Of The Accounting Period	55,83,059	5,67,118
	<b>Grand Total</b>	<b>5,95,40,296</b>	<b>5,78,64,168</b>
<b>M</b>	<b>Long Term Borrowings</b>		
	Secured Term Loans From Banks	1,20,11,583	22,08,171
	Is Secured By Hypothication Of Motor Car & Personal Guarantee Of The Directors		
		<b>1,20,11,583</b>	<b>22,08,171</b>
	<b>Nature Of Security -</b> Secured Against Property In The Name Of Company; Group Companies And Personal Guarantee Of Directors.		
	<b>Terms Of Payment -</b>		
a.	Vehicle (Term) Loan Amounting Rs. 73,45,500/- (Mar 31, 2019 Rs.0.00) Repayable In 60 Monthly Installments Commencing From Aug 2019 Last Installment Due In July 2024. Rate Of Interest 10.5215% At The End Of The Year		
b.	Vehicle Loan Amounting Rs. 21,06,150/- (Mar 31, 2019 Rs.0.00) Repayable In 60 Monthly Installments Commencing From Dec 2019 Last Installment Due In Nov 2024 Rate Of Interest 9.10% At The End Of The Year		
c.	Vehicle Loan Amounting Rs. 13,49,870/- (Mar 31, 2019 Rs.0.00) Repayable In 60 Monthly Installments Commencing From Dec 2019 Last Installment Due In Oct 2024. Rate Of Interest 9.10% At The End Of The Year		
d.	Vehicle Loan Amounting Rs. 15,31,738.91/- (March 31.2019 Rs. 19,22,328.79/-). Repayable In 60 Monthly Installments Commencing From July 2018 Last Installment Due In June 2023. Rate Of Interest 10.5215% At The End Of The Year		
e.	Vehicle Loan Amounting Rs. 6,72,244/- (March 31.2019 Rs. 10,08,451/-) Repayable In 59 Monthly Installments Commencing From Jan 2017 Last Installment Due In Dec 2021. Rate Of Interest 9.10% At The End Of The Year.		
<b>N</b>	<b>Other Non-Current Financial Liabilities</b>		
1	Security Deposits Against Compensation	3,09,56,187	3,04,46,597
2	Security Deposits From Dealers, Agents & Warehousing	25,000	-
		<b>3,09,81,187</b>	<b>3,04,46,597</b>
<b>O</b>	<b>Short Term Borrowings:</b>		
	<b>Secured</b>		
	Daimler Financial Service India Pvt. Ltd.	-	3,81,794
	Kotak Mahindra Prime Ltd.	-	3,40,815
		-	7,22,609
	<b>Unsecured</b>		
	Ramprasad Poddar	43,63,000	38,93,000
		<b>43,63,000</b>	<b>38,93,000</b>
		<b>43,63,000</b>	<b>46,15,609</b>
<b>P</b>	<b>Trade Payables</b>		
1	Sundry Creditors	1,27,53,143	66,37,889
2	Other	(3,78,628)	6,89,643
		<b>1,23,74,516</b>	<b>73,27,532</b>

Note No.	Particulars	31.03.2020	31.03.2019
<b>Q</b>	<b><u>Other Current Financial Liabilities</u></b>		
1	Hdfc Bank Account (A/C No. 01438640000227)	29,88,612	1,71,36,078
2	HDFC Bank-1026	4,46,10,652	79,72,293
3	Unpaid Dividends	18,73,997	16,86,748
4	TDS Payable	3,19,944	3,88,746
5	Service Tax Payable	12,40,912	12,40,912
6	GST Payable	7,08,838	3,14,412
7	Provision For Taxation	4,85,80,615	4,35,80,615
8	Professional Tax Payable	36,775	4,875
		<b>10,03,60,345</b>	<b>7,23,24,679</b>
<b>R</b>	<b><u>Other Current Liabilities</u></b>		
1	Provisions For Employee Benefits	2,03,984	3,26,750
2	Provision For Dividend & Dividend Tax	-	-
		<b>2,03,984</b>	<b>3,26,750</b>
<b>S</b>	<b><u>Revenue From Operations</u></b>		
1	Sale Of Products	14,63,92,597	12,32,51,254
2	Sale Of Services	6,27,25,526	6,73,29,696
	Net Revenue From Operations	<b>20,91,18,123</b>	<b>19,05,80,950</b>
<b>T</b>	<b><u>Other Income:</u></b>		
1	Interest Income	13,34,417	3,24,334
2	Dividend Income	2,23,733	1,43,677
3	Other Non-Operating Income	9,95,498	41,20,604
		<b>25,53,647</b>	<b>45,88,615</b>
<b>U</b>	<b><u>1 Cost Of Materials Consumed:</u></b>		
	Purchases Raw-Materials And Packing Materials	12,70,11,116	8,20,50,502
	Add: Opening Balance Of Stock	1,23,08,277	94,20,155
		13,93,19,393	9,14,70,658
	Less: Closing Balance Of Stock	1,14,69,550	1,23,08,277
	Consumption Of Materials	<b>12,78,49,844</b>	<b>7,91,62,381</b>
<b>V</b>	<b><u>Purchases Of Cloth/Ready Made Garment</u></b>		
1	Traded Goods	7,90,989	2,10,20,929
2	Grey Purchase	1,01,61,997	12,28,278.69
3	Other	2,680	-
4	Total Purchases	<b>1,09,55,666</b>	<b>2,22,49,208</b>
<b>W</b>	<b><u>Changes In Inventories</u></b>		
	<b><u>Finished Goods</u></b>		
	At The Beginning Of The Accounting Period	4,09,08,414	4,21,73,472
	At The End Of The Accounting Period	5,16,71,312	4,09,08,414
		(1,07,62,898)	12,65,057
	<b><u>Work-In-Progress</u></b>		
	At The Beginning Of The Accounting Period	73,02,186	15,87,085
	At The End Of The Accounting Period	2,01,66,343	73,02,186
		(1,28,64,157)	(57,15,101)
	<b>Grand Total</b>	<b>(2,36,27,055)</b>	<b>(44,50,044)</b>
<b>X</b>	<b><u>Employee Benefits Expense</u></b>		
	Salary And Wages	45,93,667	41,02,104
	Director's Remunerations/Perquisites	41,72,066	30,06,779
	<b><u>Contribution To Provident And Other Funds</u></b>		
	Contribution To Provident Fund	2,85,974	2,76,357
	Contribution To Employees State Ins.Fund	34,649	40,828
	Contribution To Other Funds	1,080	1,152
	Workers And Staff Welfare	6,30,958	8,17,402
	Bonus / Exgratia	5,58,736	3,55,683

Note No.	Particulars	31.03.2020	31.03.2019
	Leave Encashment	6,20,337	7,35,323
	Gratuity	11,52,404	91,385
		<b>1,20,49,871</b>	<b>94,27,013</b>
<b>Y</b>	<b>Financial Costs:</b>		
1	<u>Interest Expense</u>		
	- Interest To Bank	31,07,783	20,26,460
	- Interest Paid On Unsecured Loan	-	-
	- Interest To Bank On Vehicle Loan	3,50,778.12	2,57,002.06
2	Bank Charges / Commission	5,73,191.23	1,77,900.38
		<b>40,31,752</b>	<b>24,61,362</b>
<b>Z</b>	<b>Other Expenses:</b>		
1	<u>Manufacturing Expense :</u>		
	<u>Consumption Of Stores And Spare Parts</u>		
	Opening Stock	13,19,710	12,70,998
	Add:Purchases	13,57,449	8,23,662
	Total	26,77,159	20,94,660
	Less:Closing Stock	13,37,520	13,19,710
		13,39,639	7,74,950
	<u>Consumption Of Packing Material</u>		
	Opening Stock	2,65,437.00	3,14,149
	Add:Purchases	7,59,332	11,74,079
	Total	10,24,769	14,88,228
	Less:Closing Stock	2,47,627	2,65,437
		7,77,142	12,22,791
1.1	Other Job Charges	1,42,83,207	94,70,560
1.2	Power & Fuel	43,04,612	30,71,186
1.3	Repair To Machinery	1,04,42,878	82,49,296
1.4	Repair To Building	16,13,277	8,49,429
		3,27,60,755	2,36,38,212
2	<u>Administrative Expense</u>		
2.1	General Expenses	4,81,748	28,82,307
2.2	Repair & Maintenance Others	45,43,020	42,56,741
	Donation	6,00,000	6,00,000
	Subscription/Membership Fees	13,925	14,200
	Rent	75,36,048	63,36,048
	Rate & Taxes	15,66,743	9,87,116
	Insurance	13,47,487	10,27,287
	Legal & Professional Expenses	24,32,637	9,85,275
	Payment To The Auditors	1,39,500	1,03,500
	Postage & Courier Exp.	1,01,498	1,01,646
	Printing & Stationery	1,67,467	1,96,521
	Travelling & Conveyance Exp	2,68,913	2,85,988
	Security Charges	4,24,472	4,52,753
	Telephone Exp.	3,34,868	3,51,828
	Custom Duty Paid	2,84,515	27,90,218
	Shipping Line Charges	11,250	1,30,993
	Detention Charges	-	-
	Cfs Charges	-	37,128
		2,02,54,091	2,15,39,547
3	<u>Selling &amp; Distribution Expense</u>		
	Advertisement / Publicity	34,917	21,889
	Sales Promotion	5,150	37,784
	Transportation Expenses	12,02,512	6,70,590
	Stitching Charges	-	100
	Commission & Brokrage	19,99,367	13,90,061
	Software Development Expenses	1,05,101	3,12,690
		33,47,047	24,33,114
	<b>Grand Total</b>	<b>5,63,61,893</b>	<b>4,76,10,874</b>

**NOTE - AA**
**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2020.**

1. The Company Income Tax assessment completed up to assessment Year 2015-16.
2. Capital commitment (net off advances) not acknowledged as debt Rs NIL (Previous Year NIL).
3. Significant accounting policies followed by the Company are as stated in the statement annexed to this Schedule.
4. Break-up of the Auditor's Remuneration is as follows:

	Current Year Rs.	Previous Period Rs.
a) Statutory Audit Fees	1,03,500	1,03,500
5. Pursuant to Accounting Standard - 18 " Related Party Disclosure " issued by the Institute of Chartered Accountants of India, the following transactions were carried out with the related parties :-		

Sr.	Name Of Related Party	Relationship	Description Of Transactions	Payments	Receipts
1	Swasti Vinayaka Investech Pvt. Ltd.	Common Director	Compensation		1,41,600
2	Ashirwad Shelters Pvt. Ltd.	Common Director	Compensation (incl. Gst Tax)	77,76,000	1,41,600
			Security Deposit	1,25,00,000	
			Rent (property Tax)	-	
3	Swasti Vinayaka Realestate Development Pvt. Ltd.	Common Director	Compensation (incl. Taxes)		1,41,600
4	Swasti Vinayaka Art & Heritage Corporation Ltd.	Common Director	Compensation (incl. Tax)		21,47,222
5	Ivy League Fashions Pvt. Ltd.	Common Director	Compensation (incl. Gst Tax)		3,11,348
			Purchase-fabric/garment	50,235	
			Electricity Charges	26,83,430	
			Brokerage Paid	7,79,700	
6	Elan Realtors India Pvt. Ltd.	Common Director	Brokerage Recd		33,040
7	Rajesh Kumar Poddar	Managing Director	Remuneration	30,00,000	
			Perquisites	7,00,000	

6. The Company is in the process of determining dues of small scale industries / undertakings exceeding Rs.1 Lac, which is outstanding for more than 30 days.
7. a] In the opinion of the Board of Directors, the Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.  
b] Balances appearing under the head Sundry Debtors, Sundry Creditors, Loans & Advances, and Deposits are subject to confirmation and reconciliation.
8. The COVID -19 pandemic has severely disrupted business operations due to lockdown and other emergency measure imposed by the government. The operations of the company were impacted due to shutdown of plants and offices following the nationwide lockdown. The company continues with its operations in a phased manner in line with the directives from the authorities. The company has evaluated the impact of this pandemic:
  - a. The impact on its business operation for the quarter under review was limited to the extent of disruption in production under lock down.
  - b. With respect to the liquidity and financial position and based on management's review of the current indicator and economic conditions there is no material impact on its financial position as at March 31, 2020,
  - c. The impact assessment of COVID - 19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The company will continue to monitor any material changes to future economic conditions and take necessary steps to protect the interests of the company.
9. Earnings Per Share (Accounting Standard 20) is calculated as under :

	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
Profit / Loss Attributed to Equity Shareholders (in Rs.)		
-Including Extra Ordinary Items	1,14,24,686	2,31,80,869
-Excluding Extra Ordinary Items	-	-
No. of Equity Shares	70,000,000	70,000,000
Face value of each Equity Share	Rs. 1/-	Rs. 1/-
Basic and Diluted earnings per Equity Share		
-Including Extra Ordinary Items	Rs. 0.16	Rs. 0.33
-Excluding Extra Ordinary Items	Rs. 0.16	Rs. 0.33

10. Previous year figures have been regrouped, rearranged wherever necessary, so as to make them comparable with the figures of current year

11. Additional information required under Schedule - VI of the Companies Act, 2013. (as certified by the Management) is as under

		CURRENT YEAR	PREVIOUS YEAR
<b>a. CAPACITY &amp; PRODUCTION :</b>			
Licensed Capacity	No.	261 looms	261 looms
Installed Capacity	No.	18 looms	18 looms
Production (Cloth/Garment) :			
Own	Mtrs.	0	3,15,571
Jobwork-Grey	Mtrs.	0	3,75,463
-Doubling	Kgs.	0	16,077
<b>b. Purchase : Cloth/Garment</b>	Rs.	1,09,55,666	2,22,49,208
	Mtrs.	0	71,426
<b>c. Raw Material Consumed: Yarn</b>	Rs.	12,78,49,844	7,91,62,381
	Kgs.	0	1,41,639
<b>d. Income From Operations :</b>			
1 Cloth Sales-Mfd/Trading	Rs.	14,60,46,473	12,28,68,315
	Mtrs.	0	3,74,288
2 Readymade Division (Including showroom)	Rs.	3,46,124	3,82,939
	Pcs.	0	1,759
3 Weaving Charges	Rs.	31,55,389	48,82,106
	Mtrs.	0	3,75,463
4 Job Charges(Doubling)	Rs.	4,38,135	4,38,135
	Kgs.	0	16,077
5 Other Services(Net)	Rs.	5,91,32,002	6,20,09,455
<b>e. Closing Stock :</b>			
Raw Material	Rs.	1,14,69,550	1,23,08,277
	Kgs.	0	53,168
Finished Goods :			
Cloth	Rs.	5,02,04,850	3,94,41,952
	Mtrs.	0	4,56,900
Readymade Garments	Rs.	14,66,462	14,66,462
	Pcs.	0	12,631
<b>f. Opening Stock :</b>			
Raw Material	Rs.	1,23,08,277	94,20,155
	Kgs.	53,168	43,606
Finished Goods :			
Cloth/Garments	Rs.	3,94,41,952	4,06,42,712
	Mtrs.	4,56,900	4,70,780
Readymade Garments	Rs.	14,66,462	15,30,760
	Pcs.	12,631	12,668
<b>g. Consumption of Raw Material :</b>			
Indigenous		12,78,49,844	7,91,62,381
Percentage		100	100
<b>h. Consumption of Stores &amp; Spares</b>			
Indigenous		13,39,639	7,74,950
Percentage		100	100
<b>i. Income / Expenditure in Foreign Currency</b>		NIL	NIL