

REPORT

ANNUAL

2019-2020

Design-led.

Innovative.

Sustainable.

Reliable.

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FROM THE CHAIRMAN



Dear Shareholders,

As we release this report, the world we know has changed. The coronavirus pandemic has impacted the way we live and conduct our businesses. It was truly a black swan event that took the entire world by surprise. We too like others have been impacted by the worldwide stay home orders and closure of our partner retail locations. Despite this crisis, we have done everything and more to stay committed to our long-term goal of creating sustainable stakeholder value. Our company continues to deliver strong results both on the operational front as well as profitability front. This is a testament to the strength of our business model and the commitment of our employees and our financial discipline.

While no doubt the pandemic has an unprecedented impact on the world of fashion retail globally, we as an organization are introspecting on how to create an opportunity out of this challenge. One of the areas is to become a much more leaner organization. Currently the immediate focus is to enhance productivity to best global standards. We want to come out as a stronger and highly efficient company built ready for the future. Accelerating the pace of digitization and democratization of information will be key parameters in our working vocabulary.

Bhartiya's constant endeavor has been to create value for its clients through the confluence of design thinking and seamless supply chain solutions. The group lives by the principle that design thinking creates extraordinary value in products and services for the consumers. We strive to leverage our strengths in creating innovative, high quality, and sustainable products and services for our clients.

People continue to be our most prized assets. From factory floor to merchandising teams supported by designers in Milan and various offices worldwide, we continue to invest in people.

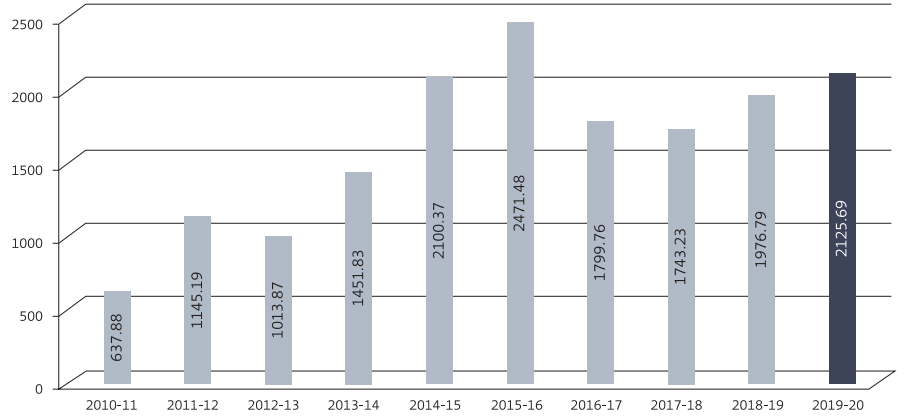
The current disruption in the world markets would definitely lead to consolidation of the industry. Stronger, well entrenched and market ready companies like yours have a great opportunity.

I am thankful to all of you for your continued support.

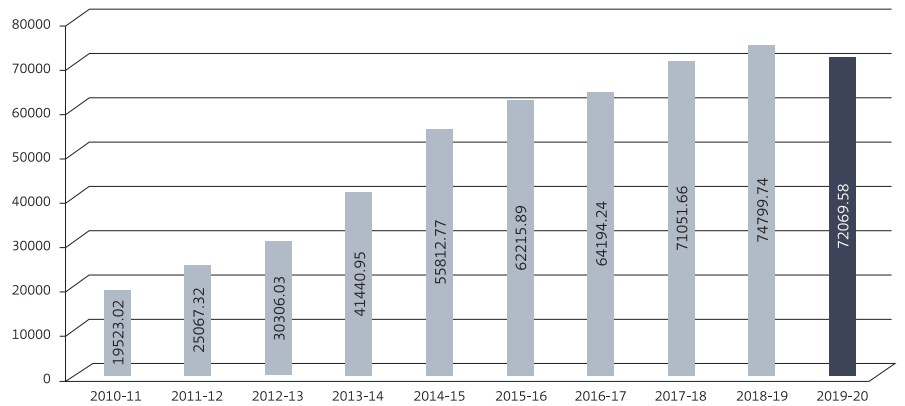
Snehdeep Aggarwal
Chairman

PERFORMANCE HIGHLIGHTS

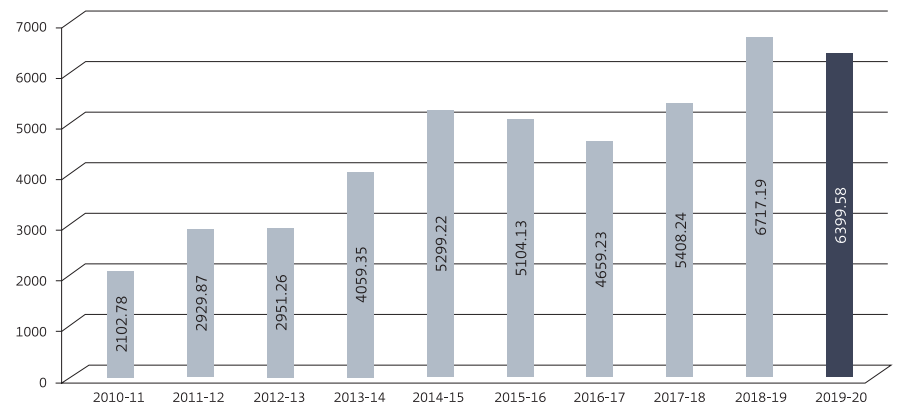
Net Profit (Rs. in Lacs)



Turnover (Rs. in Lacs)



EBITDA (Rs. in Lacs)



BOARD OF DIRECTORS

DIRECTORS

SNEHDEEP AGGARWAL
Chairman

MANOJ KHATTAR
Whole Time Director

RAMESH BHATIA
Director

NIKHIL AGGARWAL
Director

ROBERT BURTON MOORE JR.
Director

SHASHANK
Independent Director

A. SAHASRANAMAN
Independent Director

C. L. HANDA
Independent Director

SANDEEP SETH
Independent Director

SANNOVANDA MACHAIAH SWATHI
Independent Director
Appointed on 1st April 2020

ANNAPURNA DIXIT
Independent Director
Resigned on 28th July 2020

RAJ KUMAR CHAWLA
Chief Financial Officer

SHILPA BUDHIA
Company Secretary

AUDITORS

KASG & Co., Gurugram

BANKERS

State Bank of India
Union Bank of India
IDBI Bank
HDFC Bank
Indusind Bank
CTBC Bank

Kotak Mahindra Bank
DBS Bank Ltd.
Axis Bank
Yes Bank
State Bank of Mauritius

DELHI

Bhartiya International Ltd.
E-52, New Manglapuri,
Mandi Road (Mehrauli),
New Delhi – 110 030
(India)

GURUGRAM

Bhartiya International Ltd.
Plot No. 38, Sector – 44,
Gurugram – 122 003,
Haryana (India)

BENGALURU

Bhartiya International Ltd.
27/2, Gottigere, Bannerghatta
Road, Bengaluru – 560 083
(India)

CHENNAI

Bhartiya International Ltd.
56/7, Nallambakkam Village,
Via-Vandalur,
Chennai – 600 048 (India)

TADA

Bhartiya International Ltd.
APIIC Industrial Park,
Konderu Village, Tada
Mandal, SPSR Nellore Distt.,
Andhra Pradesh - 524 401

ITALY

Ultima Italia SRL
Via Vincenzo Monti, 21,
20123 Milano (MI),
Italy

HONGKONG

World Fashion Trade Ltd.
Unit 609, 6/F, Hong Kong
Plaza, 188, Connaught
Road West, Hong Kong

Design Industry Ltd.

Room 1104, Crawford House,
70 Queen's Road, Central,
Hong Kong

SWITZERLAND

Ultima SA
Avenue J. J.
Rousseau 7,
CH – 2001 Neuchatel,
Switzerland

CHINA

Design Industry China Ltd.
Room 1603,
Lianyin Building, No 887,
Jiangcheng Road,
Hangzhou,
China - Pin Code: 310 002

MANAGEMENT DISCUSSION & ANALYSIS

Bhartiya is a leader in the global apparel and accessories business and has made investments into real estate and city development. The group operates across segments such as manufacturing of fashion apparel and accessories, real estate, and city development.

Bhartiya International (Bhartiya Fashion) is a place where manufacturing meets design. Bhartiya Fashion is a leading manufacturer of outerwear, apparel, and accessories with supply chain solutions to many of the best fashion brands in Europe and North America. Bhartiya International is the largest exporter of leather fashion products in India.

Bhartiya Fashion network of ten manufacturing units, six design and prototyping facilities, nine business development offices, and six showrooms are driven by direct and indirect employment of over 20000 people worldwide. Every year the company develops hundreds of fashion collections for over 150 retailers across the world.

KEY BUSINESS DIVISIONS

01

LEATHER OUTERWEAR

Bhartiya has been India's largest exporter of leather apparel for more than twenty-five years, producing leatherwear for global clients since 1990. The company has nine production facilities in the Bengaluru-Chennai region of South India, with a combined annual capacity of close to a million leather garments alone. Bhartiya also has manufacturing capabilities in China for leather garments, and this division is seeing increasing demand from European customers.

Our design team in this segment continues to innovate new products such as leather skirts, shearling jackets, and leather pants. Adhering to sustainability norms is a key focus area for us while designing products or services. We believe management has successfully navigated the complexities of design-development-production to operate our factories at world-class efficiency levels.



02

ACCESSORIES

Bhartiya has been manufacturing leather accessories for the global market since the mid-2000s, starting with a factory for bags and accessories in Chennai. Bhartiya factory has an annual production capacity of over a million bags, belts, wallets, and other small leather goods; The company aims to grow the business by many folds over the coming years. To achieve such scale, the company is currently focused on upgrading its technical capability and expanding capacity through a greenfield facility in Andhra Pradesh and a brownfield expansion at Chennai. The company has also invested in creating teams with technical and product development expertise to enhance the quality of product offerings. We expect such initiatives will help achieve higher standards of product excellence, as well as greater efficiency.



With over 25 years of experience and vertically integrated model, Bhartiya Fashion offers its customers a one-stop-shop manufacturing platform and 360-degree Customized Fashion Solutions ranging from product design, raw material sourcing, production, quality control, logistics, and documentation. Manufacturing is complemented with certified quality control at different stages of production. Bhartiya Fashion product portfolio includes leather, textile apparels, and accessories for men, women, and children.

Bhartiya's prime strength is design. The company has exclusive design Studios in Milan, Los Angeles, New Delhi, and Chennai. The design teams create Private Label Collections and partner with brands to collaborate on the design and product development. The teams not only supplement customer design but also provide trends, fashion directions, and inspirations every season. The division provides end to end solutions from concept, design, sourcing, sampling to production.

Seamless integration of design and merchandising studios in Milan and Los Angeles with a manufacturing network in India, China, Bangladesh, and Italy ensures quality customer service.

03

TEXTILE OUTERWEAR

The Textile Outerwear division offers one of the best quality products with a production capacity of up to a million garments per year. With a well-equipped sampling and product development infrastructure and sourcing teams, the division specialises in a variety of styles for Men's and Women's categories of Outerwear. The division has seen rapid expansion over the last few years. This has become possible by our cross-sell strategy to offer multiple product lines to our existing global client base. We expect this division to deliver sustained profitability while growing its business volume over the next several years.



04

VIRTUAL MANUFACTURING

One of our key divisions going forward would be Virtual Manufacturing. The business division operates on an asset-light platform based model. Bhartiya's robust supply chain management capabilities, starting with design, are built around its factory relationships with third-party contractors, which enable the company to deliver finished textile apparel to leading brands in Europe. This business line has since evolved and is now strongly linked to the company's design studio in Milan to enable design-driven growth. The past year also witnessed the strengthening of our product development function and marketing team to expand our reach to new client base to rapidly grow this division. In addition to this, Bhartiya has set up a design and marketing centre in the United States to tap into North American market by establishing its long-term client relationships in the region. As these initiatives mature, the company expects this business line to contribute significantly to its total business in the next few years.

05

LEATHER FINISHING

Bhartiya has a dedicated leather tannery in the southern Indian city of Chennai, which processes 15,000 skins each day. It is a LWG Gold rated tannery with a strong commitment to sustainability. The tannery has access to global hides and skin and produces the best finishes with a team of Italian and Indian designers/ technicians to create world-class products. This backward integration enables Bhartiya to create new finishes and fashion on leather, which has been a key element in growing the group's business. Since its establishment in 1997, this facility has multiplied its capacity to serve as company's hub for leather sourcing and finishing. Bhartiya global network means that the company can be exceptionally competitive when it comes to sourcing the best raw materials from New Zealand, the United Kingdom, Spain, France, and Italy, as well as from the Middle East and Latin America.

06

OUR COMPANY



HUMAN RESOURCES

One of the factors in Organization's performance are its people and the processes associated with them. Bhartiya Group is one such organization to invest in their manpower and hire quality people who lead the business processes and helps in redefining and overhauling to achieve maximum output. Our teams are making efforts to deploy new & upcoming technology in our manufacturing units, working towards bringing changes in the existing processes for increasing the efficiency and for controlling the waste.

Our organization took all the necessary precautions during pandemic and have extended support to the workers to sustain their livelihood. Many programs have been initiated to maintain the mental wellbeing of people and a continuous communication with the teams have been ensured to upkeep the motivation level intact. Our people are working round the clock to fulfill the deliverables promised to our customers thereby maintaining the customer delight. All this has been made possible due to the never-ending efforts of our teams and their belongingness towards the organization.

Bhartiya Group always work towards the upliftment of its people which can be seen in every step of the employee lifecycle.

INTERNAL CONTROL SYSTEM

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

SIGNIFICANT CHANGES IN FINANCIAL RATIOS

In accordance with SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, a Company is required to give details of significant changes (change of 25% or more as compared to the immediate previous financial year) in its financial ratios.

Accordingly, On consolidated basis, the Debt to Equity ratio stood at 1.27 in FY 2019-20 compared to 0.97 in FY 2018-19 (an increase of 31%). The increase in Debt to Equity ratio for the year 2019-20 is on account of increase in short term debt to maintain surplus liquidity in the system as a prudential risk management practice in response to the disruptions created by the Coronavirus pandemic.

On Standalone basis, the Net Profit Margin increased to 3.72% for FY 2019-20 compared to 2.65% in FY 2018-19(an increase of 40%). The improvement in Net Profit Margin is on account of better cost control and due to deferred tax benefit of Rs. 4.43 crore in FY 2019-20.

RISK MANAGEMENT

The Company has made process which identifies, assesses and manages risk at Strategic, Operational and Compliance levels, across business units, functions and geographies. The board of directors are informed about the risks or opportunities that could have an adverse impact on the Company's operations or to that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The risk management process is reviewed and evaluated by the board of directors. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CAUTIONARY STATEMENT

All the statements and assertions in this report regarding the projections, estimates and outlook are subject to current market situations and expected effects of future events on current and developing circumstances. Results may vary due to a number of factors, which could effect the Company's business operations, such as demand and supply conditions, price inputs, change in government levies and regulations, industrial relations and other economic variables in the country. Bhartiya International cannot be held responsible in any way for such statements and it undertakes no obligations to publicly update these to reflect subsequent events or circumstances.

BHARTIYA CITY, BENGALURU, INDIA



Located in Bengaluru, India, Bhartiya City is an urban city built around a vibrant city center where 200,000 people will live, work or pass through every single day. The township is the single largest urban development of its kind within the corporation limits of any metropolitan city in the country.

The company's flagship residential brand 'Nikoo Home' is India's first branded residential project with a focus on Family, Community, Culture, Health, and Learning. The focus is to build communities and give families a chance to live a better life. Over 2400 Nikoo homes have been handed over to proud homeowners. Another 2200 homes of Nikoo 2 are in the delivery stage and an additional 2500 homes of Nikoo 4 are on the drawing board to be launched in Nov-Dec 2020.



Bhartiya City currently has ~3 million square feet (msf) IT office development of which 1.5 msf is fully leased out. The balance 1.5 msf is under construction and to be completed soon. The office portfolio hosts some of the leading technology companies like IBM, Infosys, Maersk as occupiers.



Bhartiya City Centre features a Shopping Centre, High Street, Ramblas- the indoor-outdoor concept, a Convention Centre, Cinema, Celebration Square, Center for Performing Arts, and Leela Hotel. The City Centre will provide an experience where arts, culture, shopping, retail, and entertainment will converge bringing thousands of people together from in and around Bengaluru city.

The group is also facilitating setting up of a world class-school within Bhartiya City which will offer national and international curriculum with the core philosophy of 'Makers of Leaders'.

Leela residences are private luxury residences located at the social center of Bhartiya City overlooking lush green Central Park are magnificently perched adjacent to the upcoming Leela hotel, one of the luxury 5star hotel brands in the country. Defined by a sophisticated sense of style and luxurious finishes, these residences come embellished with the legendary Leela service.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 33rd Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

The consolidated and standalone financial results of the Company for the financial year ended 31st March, 2020 are as follows:

(Rs. in Lacs)

Particulars	Consolidated		Standalone	
	2019-20	2018-19	2019-20	2018-19
Net Sales/ Income from Operations	72069.58	74799.74	57467.48	60929.62
Other Income	435.50	1198.07	308.85	412.75
Total Income	72505.08	75997.81	57776.33	61342.37
Profit before Interest, Tax & Depreciation	6399.58	6717.19	5669.69	6060.78
Finance Cost	2491.33	3053.31	2296.42	2876.72
Profit before Tax & Depreciation	3908.25	3663.88	3373.27	3184.06
Depreciation	998.01	812.70	873.16	692.59
Profit Before Tax	2910.24	2851.18	2500.11	2491.47
Tax Expenses	435.87	954.74	349.44	866.09
Net Profit after Tax	2474.37	1896.44	2150.67	1625.38
Share of Net Profit/(Loss) of Associates	(348.68)	80.35	-	-
Net Profit	2125.69	1976.79	2150.67	1625.38
Other Comprehensive Income	29.88	2.98	30.31	(7.71)
Total Comprehensive Income for the Year	2155.57	1979.77	2180.98	1617.67
Paid up Equity Share Capital	1220.19	1219.42	1220.19	1219.42
Reserve (Excl. Revaluation Reserve)	33455.76	38276.25	27736.68	25692.36
Earning per Share (Basic) Rs.	17.67	16.25	17.63	13.34
Earning per Share (Diluted) Rs.	17.61	16.11	17.57	13.25
Dividend	-	0.12	-	0.12

PERFORMANCE REVIEW

On consolidated basis, during the year under review, the Company achieved a turnover of Rs. 72069.58. The Net Profit after taxes minority interest and share of profit/(loss) of associates surged by 7.53% and was reported at Rs. 2125.69 Lacs as against Rs. 1976.79 Lacs in the previous year.

On standalone basis, during the year under review, the Company achieved a turnover of Rs. 57467.48 Lacs. The Net Profit after taxes also surged by 7.53% and was reported at Rs. 2150.67 Lacs as compared to Rs. 1625.41 Lacs in the previous year showing an increase of 32.32%.

DIVIDEND

In order to conserve the resources of the Company by taking into account the prevailing economic situation and the need of resources for growth, the Board of Directors of the Company thought it was prudent not to recommend any dividend on the Equity Shares of the Company for the Financial Year ended 31st March, 2020.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement for adopting the Policy is not applicable to the Company during the FY 2019-20.

RESERVES

During the period under review an amount of Rs. 2 Crore has been transferred to Reserves of the Company.

SHARE CAPITAL

During the year under review, the following changes had taken place in the Paid-up Equity Share Capital of the Company:

Dates	Description	No. of shares	Total value of shares ()
01/04/2019	Share Capital at the beginning of the year	12194174	121941740
Addition			
31/05/2019	Equity Shares allotted pursuant to ESOP scheme	3413	34130
19/02/2020	Equity Shares allotted pursuant to ESOP scheme	4282	42820
31/03/2020	Share Capital at the end of the year	12201869	122018690

As on 31st March, 2020, Mr. Manoj Khattar, Whole-Time Director of the Company hold instruments convertible into equity shares of the Company.

EMPLOYEES STOCK OPTION PLAN

During the year under review, the Company has allotted 7695 equity shares of Rs. 10/- each on exercise of vested options by certain employees of the Company and its subsidiaries.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines') read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has received a certificate from the Statutory Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders. The certificate would be placed at the Annual General Meeting for inspection by members.

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 as at 31st March 2020, are set out in **Annexure A** to this Report.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report other than the impact of COVID-19 on the business operations and financial position of the Company detailed in this Report as well as Notes to the Financial Statements of the Company.

IMPACT OF COVID-19

The covid-19 pandemic has dramatically affected the fashion industry worldwide. Many retailers have shut down stores due to worldwide stay home orders/advice. Closure of retail stores have led to either cancellation/hold of orders which has affected many suppliers across the globe. We believe the pandemic would lead to consolidation in the Industry as many smaller suppliers may fold their businesses owing to lack of access to capital to sustain operations. We expect this crisis to have a structural change in customer behavior and their affinity to spend.

Bhartiya's manufacturing facilities remained shut from late March due to govt.'s lockdown orders and have opened in a phased manner from mid-May while adhering to all prescribed government regulations and keeping in mind the paramount need of safety of the employees. Some of the company's pending orders were on hold as per requirements of buyers. However, upon opening of factories, the dispatch of open order has already been initiated. The company has successfully navigating the crisis owing to its comfortable liquidity position and unutilized banking facilities. In addition, the company has undertaken capex and cash flow control and overhead optimization measures to manage operations and have adopted weekly review mechanisms to track accounts receivables. The efforts have shown positive results.

FINANCIAL STATEMENTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on 31st March, 2020 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2020.

DETAILS AND PERFORMANCE OF SUBSIDIARY COMPANIES

Domestic Subsidiaries

Bhartiya Global Marketing Ltd

It is a Global Marketing Company engaged in export of textile and leather garments. The net loss was reported at Rs. 3.85 lakhs during the financial year 2019-20.

J&J Leather Enterprises Ltd.

This Company is a tannery to support our leather garments and accessories business through conversion of wet blue leather into finished leather. The total revenues of the Company was Rs. 1942.30 lakhs and the net loss was Rs. 8.66 lakhs during the financial year 2019-20.

Bhartiya International SEZ Ltd.

The Company is incorporated to develop sector specific Special Economic Zone (SEZ) of Leather & Leather Products. It is a joint venture between Bhartiya International Ltd. and Andhra Pradesh Industrial Infrastructure Corporation. The total revenues of the Company was Rs. 41.08 lakhs and the net loss was Rs. 14.65 lakhs during the financial year 2019-20.

Bhartiya Fashion Retail Ltd.

The Company had registered a profit of Rs. 4.58 lakhs for the financial year 2019-20.

Bhartiya Urban Infrastructure Ltd

The Company had registered a loss of Rs. 0.01 lakhs for the financial year 2019-20.

Overseas Subsidiaries

Ultima S.A. Switzerland

The Company is engaged in marketing and selling of outwears including leather garments, accessories and textile products in Europe. The total revenues of the Company was CHF 21,927,151.57 and the net profit was CHF 484,364.48 during the financial year 2019-20.

World Fashion Trade Ltd, Mauritius

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China, India and Bangladesh for marketing and selling in Europe and US markets. The total revenues of the Company was HK\$ 2,343,545 and the Company has registered a net profit of HK\$ 60,089 for the period ended 31st March 2020.

Ultima Italia SRL, Italy

This company markets all fashion products including fur and leather garments in Italian market. The total revenues of the Company was Euro 2,351,169 and the net profit was Euro 5,916 during the financial year 2019-20.

Design Industry Ltd, Hongkong

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China and India for marketing and selling in Europe. The total revenues of the Company was HK\$ 77,688,933 and the net profit was HK\$ 959,185.

Design Industry China Ltd, China

Design Industry China Limited is a wholly owned subsidiary of Ultima S.A. This company is engaged in marketing and selling of outerwear (including leather, PU Garments, fashion accessories) from China for marketing and selling in China. The total revenue of the Company was RMB Yuan 4,834,500.70 and the net profit was RMB Yuan 962,657.05.

New Subsidiary /Associate Company incorporated / dissolved during the year

No new Subsidiary or Associate Company were incorporated/acquired during the year under review. Also, no Subsidiary or Associate Company was dissolved during the year.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, forms an integral part of this Report. The same is provided herewith as **Annexure B**.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company's securities are listed at the following Stock Exchanges in India: -

1. BSE Limited
2. The National Stock Exchange of India Limited

The Annual Listing fee for the Financial Year 2020-21 has already been paid to both the above Stock Exchanges.

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Robert Burton Moore Jr. (DIN: 08108097), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

The Board of Directors had on the recommendation of Nomination and Remuneration Committee appointed Mrs. Sannovanda Machaiah Swathi (DIN: 06844250) as Additional Non-Executive Independent Director on 1st April, 2020 till 31st March 2025 subject to approval of the members in the ensuing Annual General Meeting. Due notice under Section 160 of the Act has been received from Member of the Company proposing the appointment of Mrs. Sannovanda Machaiah Swathi as an Independent Director of the Company at this Annual General Meeting. The Company has received declaration from Mrs. Sannovanda Machaiah Swathi confirming that she meets with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

There has been no change in the Key Managerial Personnel of the Company during the year under review. The Key Managerial Personnel include:

Sl. No.	Name of the person	Designation
1	Mr. Manoj Khattar	Whole-Time Director
2	Mr. Raj Kumar Chawla	Chief Financial Officer
3	Ms. Shilpa Budhia	Company Secretary

COMMITTEES

The Board of Directors has the following mandatory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of Committees, terms of reference and numbers of Meetings held during the Financial Year 2019-20 is provided in the Corporate Governance Report.

NOMINATION, REMUNERATION AND BOARD DIVERSITY 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 Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors. This policy also lays down the criteria for selection and appointment of Board members. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

BOARD 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, performance of the Directors and the working of its Committees on the evaluation criteria defined by Nomination and Remuneration Committee for performance evaluation process of the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meeting of the Board, functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board / Committee Meetings and guidance / support to the Management outside Board / Committee Meetings.

The performance assessment of Non-Independent Directors and the Whole Time Director, Board as a whole and the Chairman were evaluated in separate meetings of Independent Directors held on 15th February 2020 without the presence of Non-Independent Directors and members of the management. The same was also discussed in the meetings of Nomination and Remuneration Committee and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2019-20, four Board Meetings of the Company were held. The details of the Meetings of the Board held during the Financial Year 2019-20 forms part of the Corporate Governance Report.

COMPLIANCE OF SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

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

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.bhartiyafashion.com).

RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the year under review were on arm's length basis and in ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in the form AOC-2 is not required. Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the Financial Statements.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature with Related Parties. A statement giving details of all the related party transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bhartiyafashion.com. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) that in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2020 and of the profit of the company for the year ended on that date;
- (c) that 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;
- (d) that the annual accounts have been prepared on a going concern basis; and
- (e) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDIT

At the Annual General Meeting (AGM) held on 27th September, 2017, M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C) were appointed as the Statutory Auditors of the Company for an initial term of 5 years. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 33rd Annual General Meeting.

The Report given by M/s. K A S G & Co., Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year 2019-20 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

COST AUDIT AND MAINTANANCE OF COST RECORD

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year 2020-21.

Further, maintenance of cost record as specified by the Central Government, under sub-section-1 of Section 148 of the Companies Act, 2013 is not required.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company had appointed Mr. Ravi Sharma., Practicing Company Secretary, FCS NO. 4468, C. P. NO. 3666 from M/s. RSM & Co. to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure 'C' and forms an integral part of this Report. There is no secretarial audit qualification for the year under review.

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Annual Secretarial Compliance Report of the Company was submitted to the stock exchanges and is uploaded on the website of the Company i.e. www.bhartiyafashion.com

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

RISK MANAGEMENT

The Company has adequate risk management process to identify and notify the board of directors about the risks or opportunities that could have an adverse impact on the Company's operations or that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the company had mainly catered in the field of education and rural area development by providing scholarship to the students and extending donations/fund towards construction/repairs and development and maintenance of school, undertaking Drainage work and road repair work in rural areas.

These projects are in accordance with the Schedule VII of the Companies Act, 2013 and the Company's CSR Policy. The report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure D** forming part of this report.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the work place with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. Further, the Company has complied with provision relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013).

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2020 on the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is given in the **Annexure E** forming part of this report.

HUMAN RESOURCES

One of the factors in Organization's performance are its people and the processes associated with them. Bhartiya Group is one such organization to invest in their manpower and hire quality people who lead the business processes and helps in redefining and overhauling to achieve maximum output. Our teams are making efforts to deploy new & upcoming technology in our manufacturing units, working towards bringing changes in the existing processes for increasing the efficiency and for controlling the waste.

Our organization took all the necessary precautions during pandemic and have extended support to the workers to sustain their livelihood. Many programs have been initiated to maintain the mental wellbeing of people and a continuous communication with the teams have been ensured to upkeep the motivation level intact. Our people are working round the clock to fulfill the deliverables promised to our customers thereby maintaining the customer delight. All this has been made possible due to the never-ending efforts of our teams and their belongingness towards the organization.

Bhartiya Group always work towards the upliftment of its people which can be seen in every step of the employee lifecycle.

PARTICULARS OF EMPLOYEES

During the financial year 2019-20, the Company had 321 employees.

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this report.

Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during business hours on working days upto the date of ensuing Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report including the aforesaid information is also available on the Company's website.

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

DEMAT SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

There are no unclaimed shares of the Company.

PUBLIC DEPOSIT

The Company has neither invited/ nor accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

BUSINESS RESPONSIBILITY REPORTING

The Business Responsibility Reporting as required under Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is not applicable to your Company for the financial year ending 31st March, 2020.

AWARDS AND ACCOLADES

During the year under review, the Company has received the following rewards:

- First Place Export Award from Council for Leather Export (Category above Rs.300 Crores – Leather Garments) for the financial year – 2018-19
- First Place Export Award from Council for Leather Export – Northern Region (Category above Rs.300 Crores – Leather Garments) for the financial year – 2018-19
- Second Place Export Award from Council for Leather Export – Northern Region (Category Overall Exports) for the financial year – 2018-19
- First Place Export Award from Council for Leather Export – Northern Region (Category Leather Goods Above Rs.50 Crores & Upto Rs.100 Crores) for the financial year – 2018-19
- First Place Export Award from Council for Leather Export – Northern Region (Category Finished Leather Upto Rs.25 Crores) for the financial year – 2018-19

ACKNOWLEDGEMENTS

Your Directors are highly grateful for all the help, guidance and support received from the valued customers, suppliers, vendors, other business associates, various government and local authorities as well as the various Banks.

The Board places on record its appreciation for the devoted and dedicated services rendered by all the employees in taking the Company forward.

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 12th August, 2020

Annexure A ESOP DISCLOSURE

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

The details of the Employees Stock Option Plan, 2013 approved by the Company is valid as on date and there has been no variation in the Scheme.

- A. Relevant disclosures in terms of the "Guidance note on accounting for employee share-based payments" issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided on the weblink: [www.bhartiyafashion.com]
- B. Diluted EPS on issue of shares in accordance with "Accounting Standard 20 - Earnings Per Share" issued by ICAI: Rs. 17.57

A. Details related to Employees Stock Option Plan, 2013

Name of the Scheme	Employees Stock Option Plan, 2013
Date of shareholders approval	September 23, 2013
Total number of options approved under ESOS	400,000
Vesting requirements	The minimum vesting period shall be 1 (one) year from the date of grant and may extend upto 4 (four) years as may be determined by the Board/ Nomination and Remuneration Committee.
Exercise price or pricing formula	The Exercise Price per option shall be such discounted price to the Market Price of the Equity Shares of the Company as may be determined by the Board / Nomination and Remuneration Committee.
Maximum term of options granted	The options vested should be exercise within 5 years from the date of such respective vesting.
Source of shares	Fresh issue of shares
Variation in terms of options	None
Method used for accounting of ESOPs	Fair Value
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable

B. Details of options granted to senior managerial personnel or identified employees is as under:

Particulars	Year Ended 31 st March, 2020
Senior managerial personnel	NA
Any other employees who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	NA
Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA

C. The activity in the Employees Stock Option Plan during the year ended 31st March, 2020 is as under:

Particulars	Year ended 31st March, 2020			
Number of options outstanding at the beginning of the period	99,518			
Number of options granted during the year	Nil			
Number of options forfeited / lapsed during the year	Nil			
Number of options vested during the year	11,000			
Number of options exercised during the year	7,695			
Number of shares arising as a result of exercise of options	7,695			
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 374,750			
Loan repaid by the Trust during the year from exercise price received	NA			
Number of options outstanding at the end of the year	91,823			
Number of options exercisable at the end of the year	45,823			
Weighted average exercise price and weighted average fair value of Options granted during the year for Options whose exercise price either equals or exceeds or is less than the market price of the stock. Options whose exercise price is less than the market price: - Weighted average exercise price of options - Weighted average fair value of options	NA			
A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: - Date of Grant - Weighted average share price - Exercise price - Expected volatility - Option life (comprising of weighted average of vesting period and exercise period) - Expected dividends - Risk free rate of return	September 16, 2015	December 31, 2015	February 03, 2018	April 05, 2018
	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 410.15
	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
	46.11%	45.56%	39.22%	36.78%
	4.50 years	4.50 years	5.50 years	5.50 years
	0.21%	0.19%	0.26%	0.29%
	7.80%	7.60%	7.55%	7.22%
The method used and the assumptions made to incorporate the effects of expected early exercise	Historical data for early exercise of Options is not accurate / uniform, hence not considered in expected life calculations.			
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange, over twelve months period prior to the date of grant has been considered.			
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in the points above.			

Annexure - B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2020

[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:

i) CIN	: L74899TN1987PLC111744
ii) Registration Date	: 07.01.1987
iii) Name of the Company	: Bhartiya International Ltd
iv) Category Sub-Category of Company	: Public Limited Company
v) Address of the Regd. Office and contact details	: 56/7, Nallambakkam Village, (Via Vandalur), Chennai- 600 048 Tel: 9551050418/19/20/21
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Mas Service Ltd. Okhla Industrial Area, Phase-II, New Delhi- 110 020 Phone No. 011- 26387281-83

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:-

S. N.	Name and Description of Main Products / Services	NIC Code of the Product/ service	% to total turnover of the company
1	Leather & Textile Products	1410 and 1512	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bhartiya Global Marketing Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	U74899DL1996PLC075128	Indian Subsidiary Company	100%	2(87)
2	J & J Leather Enterprises Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai – 600048	U18209TN1991PLC020874	Indian Subsidiary Company	100%	2(87)
3	Bhartiya International SEZ. Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U74999DL2007PLC159827	Indian Subsidiary Company	88.95%	2(87)
4	Bhartiya Fashion Retail Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U17120DL2009PLC193608	Indian Subsidiary Company	100%	2(87)
5	Bhartiya Urban Infrastructure Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U70100TN2015PLC101707	Indian Subsidiary Company	100%	2(87)
6	World Fashion Trade Ltd., Mauritius Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	-	Overseas subsidiary Company	100%	2(87)
7	Ultima S.A., Switzerland Avenue J.J. Rousseau-7, CH-2001, Neuchatel, Switzerland	CH-645-40960339	Overseas Subsidiary Company	100%	2(87)
8	Ultima Italia SRL, Italy Via Vincenzo Monti, 21, 20123, Milano (MI), Italy	-	Overseas Subsidiary Company	100%	2(87)

S. N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
9	Design Industry Ltd. Room 1104, Crawford House, 70 Queen Road Central, Hong Kong	-	Overseas Subsidiary Company	100%	2(87)
10	Design Industry China Ltd. Room 407-1, Tower 8, United Plaza, No. 58 Qianjiang Road, Hangzhou, China	-	Overseas Subsidiary Company	100%	2(87)
11	Tada Mega Leather Cluster Pvt. Ltd. E-52, New Manglapuri, Mandi Road, (Mehraulti), New Delhi-110030	U74140DL2013PTC249002	Associate Company	50%	2(6)
12	Bhartiya Urban Pvt. Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U45201TN2006PTC036015	Associate Company	36.77%	2(6)
13	Bhartiya Developers Consortium Pvt. Ltd. Plot no. 38, Sector 44, Gurugram - 122003	U45201HR2005PTC036107	Associate Company	36.77%	2(6)
14	Milestone Buildcon Private Limited 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U45201TN2005PTC112747	Associate Company	36.77%	2(6)
15	MSCK Projects LLP E-52, New Manglapuri, Mandi Road, (Mehraulti), New Delhi-110030	AAG-0664	LLP	36.77%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter(s)									
(1) Indian									
a) Individual/ HUF	2232636	-	2232636	18.31	2232636	-	2232636	18.30	(0.01)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate.	3561926	-	3561926	29.21	3927013	-	3927013	32.18	2.97
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	5794562	-	5794562	47.52	6159649	-	6159649	50.48	2.96
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(2):-A	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5794562	-	5794562	47.52	6159649	-	6159649	50.48	2.96

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	5000	200	5200	0.04	-	200	200	0.002	(0.038)
c) Central Govt.	39989	0	39989	0.33	43053	0	43053	0.35	0.02
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FFI's	2	22500	22502	0.18	1020746	22500	1043246	8.55	8.37
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	44991	22700	67691	0.55	1063799	22700	1086499	8.90	8.35
2. Non- Institutions									
a) Bodies Corporate.									
i) Indian	2774337	800	2775137	22.76	2276132	300	2276432	18.66	(4.10)
ii) Overseas	1024587	-	1024587	8.40	-	-	-	-	(8.40)
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1005276	67097	1072373	8.79	978485	64870	1043355	8.55	(0.24)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1206124	98800	1304924	10.70	1291557	-	1291557	10.58	(0.12)
c) Others	-	-	-	-	-	-	-	-	-
(1) Trusts	-	-	-	-	-	-	-	-	-
(2) Foreign National	-	-	-	-	-	-	-	-	-
(3) Non Resident Indian	35488	200	35688	0.29	32810	200	33010	0.27	(0.02)
(4) Clearing Members	4972	-	4972	0.04	237928	-	237928	1.95	1.91
(5) Hindu Undivided Family	70215	-	70215	0.58	29414	-	29414	0.24	(0.34)
(6) Director(s)	20025	24000	44025	0.36	20025	24000	44025	0.36	-
Sub-total (B)(2):-	6141024	190897	6331921	51.92	4866351	89370	4955721	40.61	(11.30)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6186015	213597	6399612	52.47	5930150	112070	6042220	49.51	(2.96)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	11980577	213597	12194174	100	12089799	112070	12201869	100	-

(ii) Shareholding of Promoters

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in shareholding during the year
1	Snehdeep Aggarwal	1143362	9.38	-	1143362	9.37	-	(0.01)
2	Ramesh Bhatia	340250	2.79	-	340250	2.79	-	0
3	Arjun Aggarwal	496150	4.07	-	496150	4.07	-	0
4	Parushini Aggarwal	7500	0.06	-	7500	0.06	-	0
5	Pawan Aggarwal	5000	0.04	-	5000	0.04	-	0
6	Kanwal Aggarwal	190374	1.56	-	190374	1.56	-	0
7	Snehdeep & Co. HUF	50000	0.41	-	50000	0.41	-	0
8	Bhartiya Global Ventures Pvt. Ltd.	1850000	15.17	-	2215100	18.15	-	2.98
9	Bhartiya Advisory Services Pvt. Ltd.	681926	5.59	-	681913	5.59	-	0
10	Bhartiya Infotech Pvt. Ltd.	1000000	8.20	-	1000000	8.20	-	0
11	R.L. Bhatia Associates Pvt. Ltd.	30000	0.25	-	30000	0.251	-	0
	TOTAL	5794562	47.52	-	6159649	50.48	-	2.96

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

S. N.	Particulars	Shareholding at the beginning of the year		Changes (Increase/ Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	Percentage	No. of shares	% of total shares of the company
1	Bhartiya Global Ventures Private Limited*	1850000	15.17	365100	2.98	2215100	18.15
2	Bhartiya Advisory Services Private Limited	681926	5.59	(13)	0.0	681913	5.59

* The Promoter Company – Bhartiya Global Ventures Private Limited had purchased 235000 Equity shares of face value of Rs. 10/-each of the Company from Open Market on 30.03.2020, which is not appearing above since the shares were not credited in the Demat Account till 31st March, 2020.

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

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Girish Shankarlal Dhoot	315000	2.58	315000	2.58
2	Srinivas BS	147612	1.21	147612	1.21
3	Superfine Carpets Pvt Ltd	1256244	10.30	659266	5.40
4	Vinod Infotech Pvt Ltd	141677	1.16	157942	1.29
5	Dwarkadhish Trading Pvt Ltd	190000	1.56	-	-
6	TIMF Holdings	706474	5.79	706474	5.79
7	Karuna Ventures Pvt Ltd	400000	3.28	400000	3.28
8	Share Point LLP	285500	2.37	285500	2.34
9	Morgan Stanley Asia (Singapore) Pte	278315	2.28	278315	2.28
10	Ishaan Metals Pvt Ltd	112765	0.92	187288	1.53
11	JM Financial Services Limited	-	-	234988	1.93

*The shares of the Company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Snehdeep Aggarwal				
	At the beginning of the year	1143362	9.38	1143362	9.37
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	1143362	9.37
2	Mr. Ramesh Bhatia				
	At the beginning of the year	340250	2.79	340250	2.79
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. Allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	340250	2.79
3	Mr. Manoj Khattar				
	At the beginning of the year	20025	0.16	20025	0.16
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. Allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	20025	0.16

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Mr. Nikhil Aggarwal				
	At the beginning of the year	20000	0.16	20000	0.16
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	20000	0.16
5	Mr. Robert Burton Moore Jr				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
6	Mr. A. Sahasranaman				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
7	Mr. C. L. Handa				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
8	Mr. Sandeep Seth				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
9	Mr. Shashank				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10	Ms. Annapurna Dixit				
	At the beginning of the year	4000	0.03	4000	0.03
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	4000	0.03
11	Mr. Raj Kumar Chawla				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
12	Ms. Shilpa Budhia				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,407,108,350	-	-	3,407,108,350
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,105,655	-	-	3,105,655
Total (i+ii+iii)	3,410,214,005	-	-	3,410,214,005
Change in Indebtedness during the financial year				
· Addition	655,877,528	-	-	655,877,528
· Reduction	79,046,084	-	-	79,046,083
Net Change	576,831,444	-	-	576,831,444
Indebtedness at the end of the financial year				
i) Principal Amount	4,048,849,289	-	-	4,048,849,289
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2,747,414	-	-	2,747,414
Total (i+ii+iii)	4,051,596,703	-	-	4,051,596,703

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

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (In Rs.)
		Mr. Manoj Khattar	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	9718399	9718399
		10800	10800
2.	Stock Option	2783	2783
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	9729199	9729199
	Ceiling as per the Act	(Ceiling as per the Act @ 5% of profits calculated under Calculated under Section 198 of the Companies Act, 2013)	

B. Remuneration to other Directors:

S. N.	Particulars of Remuneration	Name of Directors									Total Amount (in Rs.)
		Mr. Snehdeep Aggarwal	Mr. A. Sahasranaman	Mr. Shashank	Mr. Sandeep Seth	Mrs. Annapurna Dixit	Mr. C. L. Handa	Mr. Nikhil Aggarwal	Mr. Ramesh Bhatia	Mr. Robert Burton Moore Jr.	
	Independent Directors/Other Non-Executive Directors										
	· Fee for attending board committee meetings		36111	63336	75003	25000	55558	-	2778	-	257786
	· Commission		-	-	-	-	-	-	-	-	
	· Others, please specify	10,00,000 (Remuneration as chairman)	-	-	-	-	-	-	-	8975076 (Consultancy Fee)	9975076
	Total	10,00,000	36111	63336	75003	25000	55558	-	2778	8975076	10232862
	Overall Ceiling as per the Act	(Overall Ceiling as per the Act @ 11% of profits calculated under calculated under Section 198 of the Companies Act, 2013)									

Total managerial Remuneration is Rs. 1,99,62,061

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**(Amount in Rs.)**

S. N	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	4807762 1194	1415124	6222886 1194
2.	Stock Option (balance in nos.)	-		
3.	Sweat Equity	-		-
4.	Commission - as % of profit - others, specify...	-		-
5.	Others, please specify	-	-	-
	Total	4808956	1415124	6224080

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2020.

ANNEXURE C
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members
Bhartiya International Ltd
56/7, Nallambakkam Village (Via Vandalur)
Chennai Tamil Nadu 600048

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and 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 31st March, 2020 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; to the extent applicable
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014,
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not applicable to the Company during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client; **(Not applicable as the Company is not registered as Registrar and Transfer Agent during the audit period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period) ;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the audit period).** and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. We further report that, we relied on the representation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company;
7. We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

8. We have also examined compliance with the applicable clauses of Secretarial Standard with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

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

9. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

10. We further report that during the audit period, there were 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.

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

**For RSM & CO.
Company Secretaries**

**CS RAVI SHARMA
PARTNER
FCS NO.4468, C. P. NO. 3666
UDIN: F004468B000590240**

Delhi, 12th August, 2020

The Members
Bhartiya International Ltd
56/7, Nallambakkam Village (Via Vandalur)
Chennai Tamil Nadu 600048

Our Report of even date is to be read along with this letter.

1. Due to pandemic situation and entire lockdown in the country, we have verified the documents virtually and no physical verification was done by us.
2. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
5. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
7. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For RSM & CO.
Company Secretaries

CS RAVI SHARMA
PARTNER
FCS NO.4468, C. P. NO. 3666

Delhi, 12th August, 2020

Annexure - D
Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy, duly approved by the Board of Directors has been uploaded on the Company website www.bhartiyafashion.com . The policy contains the exhaustive list of programmes that can be undertaken by the Company during any period of time. During the financial year 2019-20, the company had mainly catered in the field of education and rural area development by providing scholarship to the students and extending donations/fund towards construction/repairs and development and maintenance of school, undertaking Drainage work and road repair work in rural areas
2.	The Composition of the CSR Committee	Mr. Snehdeep Aggarwal – Chairman Mr. Ramesh Bhatia – Member Mr. Sandeep Seth - Member
3.	Average net profit of the Company for last three financial years	Rs. 23.13 crores
4.	Prescribed CSR Expenditure (2% of the above mentioned amount)	Rs. 46.25 lakhs
5.	Details of CSR spent during the financial year (a) Total amount to be spent for the financial year; (b) Balance brought forward from previous year (c) Total amount spent (d) Amount unspent, if any;	Rs. 46.25 lakhs Rs. 99.21 lakhs Rs. 39.88 lakhs Rs. 105.58 lakhs

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub - heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct
1	Scholarships to Students	Promoting Education	Delhi NCR, Bengaluru	Rs. 19,12,000/-	Direct – Rs. 19,12,000/-	Rs. 19,12,000/-	Rs. 19,12,000/-
2	Extended donation to United Way of Mumbai	Promoting National recognized Sports activities	Mumbai, Maharashtra	Rs. 1,00,000/-	Direct – Rs. 1,00,000/-	Rs. 1,00,000/-	Rs. 1,00,000/-
3	Extended Donation to Sai Ashish Society for Spastic Children in New Delhi	Promoting Education	New Delhi	Rs. 1,00,000/-	Direct – Rs. 1,00,000/-	Rs. 1,00,000/-	Rs. 1,00,000/-
4	Extended donation towards construction/repairs and development and maintenance of school	Promoting Education	Rathinamangalam Village, Chennai, Tamil Nadu	Rs. 2,10,000/-	Direct – Rs. 2,10,000/-	Rs. 2,10,000/-	Rs. 2,10,000/-
5	Repair of roads	Rural development projects	Rathinamangalam Village Panchayat and Thiruvalluvar Village, Chennai, Tamil Nadu	Rs. 14,14,875/-	Direct - Rs. 14,14,875/-	Rs. 14,14,875/-	Rs. 14,14,875/-
6	Drainage Cleaning work	Sanitation	Thiruvalluvar Village, Chennai, Tamil Nadu	Rs. 2,51,250/-	Direct – Rs. 2,51,250/-	Rs. 2,51,250/-	Rs. 2,51,250/-
	TOTAL			Rs. 3988125	Direct - Rs. 3988125/-	Rs. 3988125/-	Rs. 3988125/-

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The Company plans to spend the balance amount in the projects as defined in accordance with Schedule VII of Section 135 of the Companies Act, 2013, in the coming years.

7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Chairman

Chairman of CSR Committee

Gurugram, 12th August, 2020

Annexure E

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given below:

a. Conservation of Energy

The operations of your Company are not energy intensive however the Company has undertaken several steps for energy conservation like monitoring of DG sets, using energy efficient computers and laptops, Air-conditioners are used only when required and thereby enhancing energy efficiency.

b. Technology Absorption

The Company is in fashion oriented industry. The Company relies heavily on its Italian office for design and product development. Access to Italian facilities is available for Indian operations thereby facilitating transfer of know-how.

c. Foreign Exchange Earnings & Outgo

The information on foreign exchange earnings and outgo are

Earnings: Rs. 507,69,30,245/-

Expenditure: Rs. 177,73,65,570/-

For and on behalf of the Board

Snehdeep Aggarwal
Chairman
DIN: 00928080

Gurugram, 12th August, 2020

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance revolves around the principles of ethical governance which guides and directs the management to conduct the business in an efficient manner to meet its obligations towards shareholders' and other stakeholders' expectations. Corporate Governance, which aims to promote fairness, transparency and integrity of the management, is not a mere legal compulsion but rather a way of life, which helps in inspiring and strengthening investor's confidence in the Company.

In rapidly changing business and technological environment, Bhartiya International Ltd. maintains its industry leadership through continuous endeavor to improve upon governance aspects on an on-going basis and adopts innovative approaches for leveraging resources, converting opportunities and motivation fostering a healthy growth and development of human resources thus generated confidence among business partners, customers and investors and at the same time fulfills its social responsibilities.

During the Financial year 2019-2020, the Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations / SEBI Listing Regulations] as applicable, with regard to Corporate Governance.

The detailed Corporate Governance Report of BIL is as follows:

BOARD OF DIRECTORS

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. In addition, the Board has created sub-committees to oversee the functions of executive management.

a. Composition of the Board, Other Directorships and Committee Memberships:

The composition of the Board is in conformity with the Companies Act, 2013 and SEBI LODR Regulations.

As on 31st March, 2020, the Board strength comprises of ten Directors and nine out of them are Non-Executive Directors. There are Five Independent Directors (out of which one is woman Director) on the Board who are professionals with high credentials and actively contribute in the deliberations of the Board, covering all strategic policy matters and strategic decisions.

The details of each member of the Board along with the number of Directorships/Committee Memberships are as given below:

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Snehideep Aggarwal	00928080	07-01-1987	Promoter, Non-Executive Chairman	-	-	-	-
Mr. Ramesh Bhatia	00052320	06-09-1987	Promoter, Non-Executive Non-Independent Director	2	-	-	-
Mr. Manoj Khattar	00694981	13-08-2018	Executive Director (Whole-Time Director)	5	1	-	-
Mr. Robert Burton Moore Jr.	08108097	16-04-2018	Non-Executive Non-Independent Director	-	-	-	-
Mr. Nikhil Aggarwal	01891082	04-10-2007	Non-Executive Non-Independent Director	-	-	-	-
Mr. C. L. Handa	00928283	26-05-2004	Non-Executive Independent Director	3	-	1	-
Mr. Sandeep Seth	01408624	28-02-2002	Non-Executive Independent Director	2	-	1	-

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Shashank	01569514	30-07-2007	Non-Executive Independent Director	1	-	1	-
Mr. A. Sahasranaman	01983690	30-06-2008	Non-Executive Independent Director	-	-	-	-
Ms. Annapurna Dixit	06844250	18-09-2014	Non-Executive Independent Director	-	-	-	-

Note: Mrs. Annapurna Dixit resigned from the Directorship w.e.f 28th July, 2020 and Mrs. Sannovanda Swathi Machaiah, was appointed as an Additional Independent Director w.e.f. 1st April 2020

- The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Section 8 Companies and Private Limited Companies and is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations.
- Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (excluding Bhartiya International Limited) have been considered. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
- The Independent Directors also meet the criteria as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- Details of Director(s) retiring or being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given on the website of the Company www.bhartiyafashion.com.
- Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.
- Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal, Promoter Director. No other directors are related to each other.

b. Number of Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled well in advance to facilitate the Directors to plan their schedules. In case of business exigencies the Board's approval is taken through circular resolutions after complying with the provisions of the Companies Act, 2013 and rules made thereunder and also as per Secretarial Standards.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board.

In the financial year 2019-20, the Board met four times. The meetings were held on 27th May 2019, 6th August, 2019, 13th November 2019, and 14th February, 2020. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI Listing Regulations.

The attendance of Directors at the Board meetings held during the financial year ended 31st March, 2020 and at the previous Annual General Meeting (AGM) was as under:

Name of Director	No. of Board Meetings Attended *	Attendance at Last AGM
Mr. Snehdeep Aggarwal	4	Absent
Mr. Manoj Khattar	4	Present
Mr. Ramesh Bhatia	1	Absent
Mr. C. L. Handa	1	Present
Mr. Sandeep Seth	3	Present
Mr. Shashank	2	Absent
Mr. A. Sahasranaman	4	Absent
Mr. Nikhil Aggarwal	4	Absent
Ms. Annapurna Dixit	3	Absent
Mr. Robert Burton Moore Jr	4	Absent

* Includes Meeting attended through Video/Tele Conference.

c. Skills/expertise/competencies of the Board

The Board recognizes certain skills/expertise/competencies that are required by it to function effectively in the context of business of the Company and which inter-alia consists of experience and knowledge of the Leather and Textile Industry and specialist knowledge in various areas.

Board members have significant experience and expertise in the areas of corporate governance, strategy, finance, banking, marketing. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board periodically evaluates the need for change in its composition and size.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Directors	Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s)
Mr. Snehdeep Aggarwal	Leadership, Entrepreneurship, Global business and consumer understanding, Business Strategy and Corporate Management
Mr. Ramesh Bhatia	Entrepreneur, Business Management
Mr. Manoj Khattar	Financial matters including capital budgeting, planning & management, corporate finance experience.
Mr. Robert Burton Moore Jr.	Marketing specialist, Business Management
Mr. Nikhil Aggarwal	International Marketing and Business Management
Mr. C L Handa	Credit Management, Foreign Exchange, Merchant Banking
Mr. Shashank	Diplomat, Retired Foreign Secretary from the Government of India
Mr. A Sahasranaman	Rich Expertise in Leather sector and served in UNDP and UNIDO Promoting Leather Sector in India
Mr. Sandeep Seth	Professional with expertise in Accounts, Finance and Taxation
Mrs. Annapurna Dixit	Government services and Social Services

d. Information Supplied to the Board

The Board has complete access to all the information with the Company. The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of the SEBI LODR Regulations to the Board to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

e. Post Meeting Mechanism

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions for their further actions.

f. Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

g. Shareholding of Non-Executive Directors

As on 31st March 2020, the shares held by the Non-Executive Directors is provided below:

Name of the Directors	No. of shares held
Mr. Snehdeep Aggarwal	1143362
Mr. Ramesh Bhatia	340250
Mr. Nikhil Aggarwal	20000
Mrs. Annapurna Dixit	4000

Further, none of the Non-Executive Directors holds any convertible Instruments of the Company.

h. Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

i. Independent Directors

The Non-Executive Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 is disclosed on the website of Bhartiya Group www.bhartiyafashion.com. The same is issued to Independent Directors on their appointment. In compliance with the Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, no Independent Director serves as a Whole-Time Director/Managing Director in any other listed company.

The Company has obtained a certificate from Practicing Company Secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

j. Familiarization Programme for Independent Directors

At the time of appointing an Independent Director, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected of them as a Director of the Company. The Director is also explained in detail the Compliance required from them under Companies Act, 2013, SEBI Listing Regulations and other various statutes and an affirmation is obtained. The Executive Directors also have a one to one discussion with the newly appointed Director to familiarize them with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

k. Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

The Board has currently the following Committees:

(A.) AUDIT COMMITTEE**(i) Composition**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI Listing Regulations. All members of the Audit Committee bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. Mr. Sandeep Seth is the Chairman of the Audit Committee. Mr. Shashank and Mr. C. L. Handa are the members of the Audit Committee

The Audit Committee inter alia provides directions to and oversee the internal audit and risk management functions, review of financial results and annual financial statements, interact with statutory auditors and carry out such others matters as required in terms of the Companies Act, 2013 and SEBI LODR Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Audit Committee. The Statutory and Internal Auditors, Chief Financial Officer are invitees for the Audit Committee Meetings.

(ii) Meetings and Attendance during the Financial Year 2019-20

The Members of the Audit Committee met four times during the Financial Year 2019-20. The Company is in full compliance with the provisions of Regulation 18 of the SEBI Listing Regulations on gaps between any two Audit Committee meetings.

The Committee met on 25th May, 2019, 6th August, 2019, 13th November, 2019 and 14th February, 2020. The necessary quorum was present for all Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Table below provides the attendance of the Audit Committee members:

Director	25.05.2019	06.08.2019	13.11.2019	14.02.2020
Mr. Sandeep Seth	P	P	P	P
Mr. Shashank	A	P	A	P
Mr. C.L. Handa	P	A	P	P

(iii) Terms of Reference

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, if any, and fixation of audit fees and other terms of appointment
- c. Approving payment to statutory auditors, including cost auditors, if any, for any other services rendered by them
- d. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report of the Company from time to time
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Modified opinion(s) in the draft audit report
- e. Reviewing with the management and Statutory Auditors, the quarterly and half yearly financial statements before submission to the Board for approval
- f. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process
- h. Approval or any subsequent modification of transactions of the Company with related parties
- i. Scrutiny of inter-corporate loans and investments
- j. Review of valuation of undertakings or assets of the Company, wherever it is necessary
- k. Evaluation of internal financial controls and risk management systems
- l. Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit
- n. Discussion with internal auditors, any significant findings and follow-up thereon
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board

- p. Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
- q. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- r. To review the functioning of the Whistle Blower mechanism
- s. Approval of appointment of the CFO or any other person heading the finance function or discharging that function after assessing qualifications, experience and background of the candidate
- t. Frame and review policies in relation to implementation of the Company's code of conduct and Code of conduct for prevention of Insider Trading and supervise its implementation under the overall supervision of the Board;
- u. Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- v. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- w. Reviewing the following information:
- The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor
- x. statement of deviations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- y. Reviewing the utilization of loans and/or advances to/investment in the subsidiary company exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower
- z. Authority to review/investigate into any matter covered by Section 177 of the Companies Act, 2013 and the matters specified in Part C of schedule II to the Listing Regulations.

(B.) NOMINATION AND REMUNERATION COMMITTEE

(i) Composition

The Committee comprises of three Non-Executive Independent Directors in pursuant to Regulation 19 of the SEBI LODR Regulations. Mr. Sandeep Seth is the Chairman of the Committee. Other members of the Nomination and Remuneration Committee are Mr. Shashank and Mr. C. L. Handa. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Nomination and Remuneration Committee. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(ii) Meetings and Attendance during the financial year 2019-20

The Nomination and Remuneration Committee met five times during the year. The necessary quorum was present for the Meeting. The table below provides the Attendance of the Nomination and Remuneration Committee members:

Director	02.05.2019	25.05.2019	31.05.2019	19.02.2020	20.03.2020
Mr. Sandeep Seth	P	P	P	P	P
Mr. Shashank	P	A	A	P	P
Mr. C.L. Handa	P	P	P	P	P

(iii) Terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:-

- a. Identifying, evaluating, and recommending appropriate Independent Directors, Executive and Non-Executive Directors on the Board of the Company based on the qualifications, positive attributes, independence of a director and availability of time with him or her to devote to the job;
- b. Evaluating the skill, knowledge, experience and effectiveness of individual directors as well as the Board as a whole;
- c. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors which includes a policy on Board diversity;
- d. Identifying the qualifications, positive attributes and evaluating and recommending the appointment and remuneration of Key Managerial Personnel and Senior Management of the Company, one level below the Board;
- e. Payment of remuneration to the directors shall be approved by a resolution passed by the Nomination and Remuneration Committee;
- f. All information about the Directors / Managing Directors / Whole time Directors i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders;
- g. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
- h. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- i. The relevant disclosures will be made in the Annual Report of the Company and wherever required;
- j. The Committee shall look into the administration and superintendence of the Employee Stock Option Scheme implemented by the Company from time to time including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

(iv) Remuneration of DirectorsRemuneration to Whole-Time Director (Executive Director)

Remuneration of the Whole-Time Director is determined periodically by the Nomination and Remuneration Committee and fixed by the Board within the permissible limits under the applicable provisions of law and approved by Shareholders.

Remuneration to Whole-Time Director for the financial year 2019-20 is as under:

Name of the Director	Salary (Rs.)	Stock Options	Notice Period
Mr. Manoj Khattar *	9,729,199	2783	3 months

*Salary includes Basic Salary, Perquisites & Allowances as per Income Tax Rules and contribution to Provident Fund.

Remuneration to Non- Executive Directors

The Non-Executive Directors are paid sitting fees within the limits prescribed under law.

The details of sitting fees paid for attending the Board/Committee Meetings to the Non-Executive Directors for the financial year 2019-20 is as under: -

Name of the Director	Board Meeting Fees (Rs.) *	Committee Meeting Fees (Rs.) *	Total (Rs.)
Mr. Snehdeep Aggarwal	-	-	-
Mr. C. L. Handa	11111	44447	55558
Mr. Ramesh Bhatia	2778	-	2778
Mr. A. Sahasranaman	36111	-	36111
Mr. Shashank	22222	41114	63336
Mr. Sandeep Seth	25000	50003	75003
Mr. Nikhil Aggarwal	-	-	-
Ms. Annapurna Dixit	25000	-	25000
Mr. Robert Burton Moore Jr.	-	-	-

* The above amounts are inclusive of taxes

No sitting Fees has been paid to Mr. Snehdeep Aggarwal, Mr. Robert Burton Moore Jr. and Mr. Nikhil Aggarwal during the year under review.

In addition, Mr. Snehdeep Aggarwal was paid a remuneration of Rs.10,00,000 for the year 2019-20 for his responsibilities as the Chairman of the Company.

Mr. Robert Burton Moore Jr., Non-Executive Director, was paid Consultancy Fees of Rs. 89,75,076/- during the year under review as approved by the shareholders of the Company in the Annual General Meeting held on 26th September, 2019 for holding office or place of profit.

There has been no other material pecuniary relationship or business transactions by the Company with any of the Non-Executive and Independent Directors of the Company during the year under review.

BOARD 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, performance of the Directors and the working of its Committees on the evaluation criteria defined by Nomination and Remuneration Committee for performance evaluation process of the Board, its Committees and Directors.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated 05.01.2017.

The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meeting of the Board, functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board / Committee Meetings and guidance / support to the Management outside Board / Committee Meetings.

The performance assessment of Non-Independent Directors and the Whole Time Director, Board as a whole and the Chairman were evaluated in separate meetings of Independent Directors held on 15th February, 2020 without the presence of Non-Independent Directors and members of the management. The same was also discussed in the meetings of Nomination and Remuneration Committee and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

(C.) STAKEHOLDERS RELATIONSHIP COMMITTEE**(i) Composition**

The Stakeholders Relationship Committee comprises of three Non-Executive Directors and all are Independent Directors in pursuant to Regulation 20 of the SEBI Listing Regulations. Mr. Sandeep Seth is the Chairman of the Stakeholders Relationship Committee. Other members of the Stakeholders Relationship Committee are Mr. Shashank and Mr. C. L. Handa.

Ms. Shilpa Budhia, Company Secretary and Compliance Officer, acts as Secretary to the Committee.

(ii) Meetings and attendance during the Financial Year 2019-20

The Committee met to attend shareholders queries together with the status report on the nature of queries received & the disposal thereof. Four Committee Meetings were held during the financial year.

Director	03.05.2019	04.07.2019	14.10.2019	31.01.2020
Mr. Sandeep Seth	P	P	P	P
Mr. Shashank	P	P	P	P
Mr. C.L. Handa	P	P	P	P

(iii) Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- a. Oversee and review and approve all matters connected with the transfer, transposition and transmission of the Company's securities, deletion of names, change of names;
- b. Approve issue of the Company's duplicate share / debenture certificates, if any;
- c. Monitor redressal of investors' / shareholders' / security holders' grievances about non-receipt of declared dividend, non-receipt of Annual Reports;
- d. Oversee the performance of the Company's Registrars and Transfer Agents;
- e. Recommend methods to upgrade the standard of services to investors;
- f. Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- g. To perform all functions relating to the interests of shareholders / investors of the Company as may be required by the provisions of the Companies Act, 2013, SEBI Listing Regulations with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

Total number of complaints/communications received during the financial year were 35 (Thirty Five) only and all of them have been redressed/answered to the satisfaction of shareholders. There was no grievance which was pending during the previous financial year ending 31st March, 2020.

(D.) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**(i) Composition**

The Committee comprises of three Directors. Mr. Snehdeep Aggarwal is the Chairman of the Committee. Other members of the Committee are Mr. Ramesh Bhatia and Mr. Sandeep Seth. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the CSR Committee. The Composition of CSR Committee is pursuant to the provisions of Section 135 of the Companies Act, 2013.

(ii) Meetings and Attendance during the financial year 2019-20

Three Meetings of the Committee were held during the year.

Director	27.05.2019	30.09.2019	31.03.2020
Mr. Snehdeep Aggarwal	P	A	P
Mr. Ramesh Bhatia	A	P	A
Mr. Sandeep Seth	P	P	P

(iii) Terms of reference

The broad terms of reference of the CSR Committee are as under:-

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To disseminate factually correct information to investors, institutions and the public at large.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Considering the cause behind the formation of the CSR Committee, the members have refused to take sitting fees.

(E.) MANAGEMENT COMMITTEE**(i) Composition**

The Management Committee consists of three members. i.e. Mr. Snehdeep Aggarwal, Mr. C. L. Handa and Mr. Manoj Khattar.

(ii) Meetings and Attendance during the financial year 2019-20

Fourteen Meetings of the Committee were held during the year 2019-20.

Meetings	Directors		
	Mr. Snehdeep Aggarwal	Mr. Manoj Khattar	Mr. C.L. Handa
15.04.2019	P	P	P
26.04.2019	P	P	P
21.05.2019	P	P	P
27.05.2019	P	P	A
13.06.2019	P	P	P
18.07.2019	P	P	P
26.07.2019	P	P	P
23.08.2019	P	P	P
19.09.2019	P	P	P
16.10.2019	P	P	P
19.11.2019	P	P	P
10.01.2020	P	P	P
04.02.2020	P	P	P
04.03.2020	P	P	P

(iii) Terms of Reference

The broad terms of reference of the Management Committee are as under:-

- Availing term loans/working capital facilities/vehicle loans for business purposes from banks/financial institutions for an amount not exceeding Rs.700 crore including accepting sanction letters and renewal of existing bank limits, forex transactions and all such matters which are required for dealing with the banks/financial institutions on routine basis.
- Authorisation for dealing/liasing with various Statutory/Regulatory authorities including state, central authorities viz., Income Tax, FEMA, MCA, SEBI, Pollution Control Board, Municipal Corporation, Telecom authorities, Service Tax authorities, VAT authorities, GST authorities etc. and vendors.
- Authorisation for opening and closing of bank accounts, changes in signatories for operating the bank accounts etc.

- d. Authorisation for making investments in securities quoted on the stock exchanges.
- e. Authorisation for making investments in group companies.
- f. To take up any other assignments as may be granted by the Board from time to time.

(F.) SHARE TRANSFER COMMITTEE

Share Transfer Committee comprised of Mr. Snehdeep Aggarwal and Mr. Manoj Khattar as members.

Two Meetings of the Committee were held on 13th November, 2019 and 18th November, 2019 during the year under review for dealing with requests received from shareholders for transmission of shares and name deletions.

As per SEBI directives, effective 1st April, 2019, transfer of shares in physical form has ceased. The Board had agreed to dissolve the Share Transfer Committee pursuant to directives issued by SEBI wherein it is compulsory to trade in the Company's equity shares in dematerialized form.

Requests from shareholders for Transmission of shares, name deletions, change of name will be handled by the Stakeholders Relationship Committee

(G.) MEETING OF INDEPENDENT DIRECTORS

As per Regulation 25(3) and 25(4) of the SEBI LODR Regulations, during the year under review, all the Independent Directors met on 15th February, 2020 and discussed inter-alia on:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Whole-time Director of the Company, taking into account the views of the Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Directors also discussed on the compliance status and the performance of the Company over a period of three years and expressed their satisfaction on the same.

GENERAL BODY MEETINGS

The location and time of the Annual General Meeting held during the last 3 years were as follows:-

Annual General Meeting (AGM)	Date	Time of AGM	Location	No. of Special Resolutions passed
32 nd AGM	26 th September, 2019	02.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	4
31 st AGM	28 th September, 2018	02.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	2
30 th AGM	27 th September, 2017	02.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	6

All resolutions moved at the Annual General Meeting held on 27th September 2017, 28th September, 2018 and 26th September, 2019 were passed though Poll (electronically and physical ballot).

No Extraordinary General Meetings were held during the last 3 years

POSTAL BALLOT

During the year under review, the Company completed process of one postal ballot as per the provisions of Section 110 of the Act. The voting was conducted through physical mode as well as electronic mode. The Company had engaged the services of NSDL to provide e-voting facility to its Members. The notice of postal ballot was accompanied with detailed instructions kit to enable the members to understand the procedure and manner in which postal ballot voting (including remote e-voting) is to be carried out. The following Resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms.

Postal Ballot Notice dated 3rd May 2019

SI No.	Particulars	No. of votes polled	No. and % of votes in favour	No. and % of votes against
1	Special Resolution for Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Director of the Company	4263062	4262956 (99.997%)	106(0.002%)
2	Special Resolution for Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non-Executive and Independent Director, on attainment of the age of Seventy-Five (75) Years	4263062	4262296(99.98%)	766(0.018%)
3	Special Resolution for Approval for continuation of Mr. Shashank (DIN: 01569514) as Non-Executive and Independent Director, on attainment of the age of Seventy-Five (75) Years	4263062	4262296(99.98%)	766(0.018%)

Mr. Ravi Sharma, Practicing Company Secretary was appointed as Scrutinizer for conducting the aforesaid Postal Ballots in a fair and transparent manner

PROCEDURE FOR POSTAL BALLOT

In compliance with Regulation 44 of the SEBI Listing Regulations and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically in addition to physical ballot. The company engages the services of NSDL for the purpose of providing evoting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

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

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

The Scrutinizer submits his report to the Chairman or to the person authorized by him, after the completion of scrutiny, and the consolidated results of the voting by postal ballot and e-voting are then announced by the Chairman/Authorized officer. The results are also displayed on the Company's website www.bhartiyafashion.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agents. The last date of E-Voting is deemed to be the date of passing of the resolutions as per Secretarial Standard.

Special resolution proposed to be passed by way of Postal Ballot

None of the businesses proposed to be transacted in the ensuing AGM require the passing of a special resolution by way of Postal Ballot.

MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the SEBI Listing Regulations, with the Stock Exchanges.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language newspaper (Business Standard in English, Hindi and Hindu in Tamil), within forty-eight hours of approval thereof.
- (iii) The Company's financial results and officials press releases are displayed on the Bhartiya Group's website: www.bhartiyafashion.com.
- (iv) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.

- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre and NSE's NEAPS Portal.
- (vi) Investors' presentation etc. are sent to stock exchanges and uploaded on the Company's website. Half yearly communication on the operational and financial performance of the Company is sent to the shareholders.
- (vii) A separate dedicated section under "Investors Relation", on the Company's website gives information on all disclosures filed with stock exchanges and all other information and documents that are required to be placed on the website of the Company under SEBI LODR regulations and other relevant information of interest to the investors / public.

GENERAL SHAREHOLDER INFORMATION

1.	AGM: Date, Time and Mode:	Day and Date: Tuesday, 29th September, 2020 Time: 02:00 p.m. Through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.
2.	Financial Calendar for 2020-21	
	Financial year - April to March	
	Results for Quarter ending 30 th June 2020:	by 14 th of August, 2020
	Results for Quarter ending 30 th September 2020:	by 14 th of November, 2020
	Results for Quarter ending 31 st December 2020:	by 14 th of February, 2021
	Year ending 31 st March 2021:	by the 30 th of May, 2021
3.	Book Closure:	Wednesday the 23 rd September, 2020 to Tuesday the 29 th September, 2020 (both days inclusive)
4.	Dividend Payment Date:	Not applicable

5. Listing on Stock Exchanges & Stock Code

The Company is listed at following Stock Exchanges:-

- BSE Limited (Stock Code: 526666) and
- National Stock Exchange of India Ltd. (Stock Code: Symbol-BIL, Series - BE)

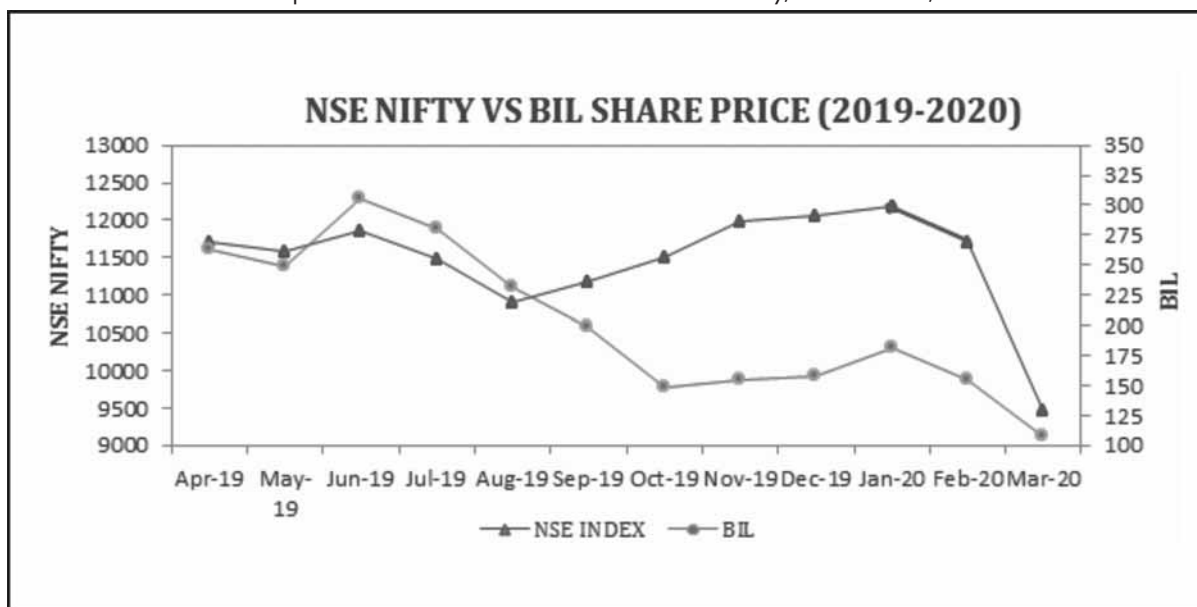
The Annual listing fee for the year 2020-21 has been duly paid to both the Stock Exchanges. Demat ISIN Number with NSDL & CDSL for Equity shares - INE 828A01016

Annual Custody Issuer fee for the financial year 2020-21 has been paid by the Company to NSDL and CDSL.

6. Market Price Data: High, Low during each month in last financial year

Months	BIL			Months	NSE Nifty		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-19	297.95	228.55	263.25	Apr-19	11856.15	11549.10	11702.63
May-19	294.50	201.80	248.15	May-19	12041.15	11108.30	11574.73
Jun-19	340.00	270.30	305.15	Jun-19	12103.05	11625.10	11864.08
Jul-19	320.00	241.00	280.50	Jul-19	11981.75	10999.40	11490.58
Aug-19	261.80	200.00	230.90	Aug-19	11181.45	10637.15	10909.30
Sep-19	221.00	174.80	197.90	Sep-19	11694.85	10670.25	11182.55
Oct-19	182.80	113.55	148.18	Oct-19	11945.00	11090.15	11517.58
Nov-19	173.00	136.05	154.53	Nov-19	12158.80	11802.65	11980.73
Dec-19	187.35	127.00	157.18	Dec-19	12293.90	11832.30	12063.10
Jan-20	203.00	160.45	181.73	Jan-20	12430.50	11929.60	12180.05
Feb-20	184.45	123.50	153.98	Feb-20	12246.70	11175.05	11710.88
Mar-20	144.50	69.45	106.98	Mar-20	11433.00	7511.10	9472.05

Stock Performance in comparison to broad-based indices such as Nifty, S&P Sensex, etc.



- 7. Registrar & Share Transfer Agent : MAS Services Ltd.**
 (For both Physical & Electronic Transfer etc.) T-34, 2nd Floor, Okhla Industrial Area,
 Phase-II, New Delhi - 110 020
 Tel. No. 26387281-83, Fax No. 26387384
 E-mail: info@masserv.com

8. Physical Share Transfer System:

As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. Effective 1st April, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to 31st March, 2019 and have received the same under objection can reodge the transfer request after rectification of the documents. Request for transmission of shares and dematerialization of shares will continue to be accepted.

9. Distribution of Shareholding as on 31st March 2020

No. of Shares	Shareholders		Shareholding	
	Number	% to total	Number	% to total
Upto 500	4194	89.60	372964	3.06
501-1000	206	4.40	153862	1.26
1001-2000	86	1.83	123293	1.01
2001-3000	34	0.73	88243	0.72
3001-4000	28	0.60	98613	0.81
4001-5000	25	0.53	113704	0.93
5001-10000	42	0.90	307435	2.52
10001 & above	66	1.41	10943755	89.69
Total	4681	100.00	12201869	100.00

10. Shareholding Pattern as on 31st March, 2020

Category	No. of Share held	% of Paid up Capital
Promoters Holding	1483612	12.16
Persons acting in concert	4676037	38.32
Banks/Trusts/Financial Institutions	200	0.00
Central Government/State Government (IEPF)	43053	0.35
NRIs/OCBs/Foreign National/FII	1076256	8.82
Indian Corporate Bodies/LLPs	2276432	18.66
Indian Public (Individual and HUF)	2364326	19.38
Directors and relatives	44025	0.36
Clearing Members	237928	1.95
Total	12201869	100.00

11. Top Ten Shareholders as on 31st March, 2020

Sl. No.	Particulars	No. of Shares	% of Total Shares of the Company
1	Bhartiya Global Ventures Private Ltd.	2215100	18.15
2	Bhartiya Infotech Private Ltd.	1000000	8.20
3	TIMF Holdings	706474	5.79
4	Bhartiya Advisory Services Private Ltd.	681913	5.59
5	Superfine Carpets Private Ltd.	659266	5.40
6	Karuna Ventures Private Ltd.	400000	3.28
7	Girish Shankarlal Dhoot	315000	2.58
8	Share Point LLP	285500	2.34
9	Morgan Stanley Asia (Singapore) PTE.	278315	2.28
10	JM Financial Services Ltd.	234988	1.93

12. Dematerialization of shares and liquidity share

: As on 31st March, 2020, 99.08% of the Paid-up capital has been dematerialized.

13. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

: During the year under review, the Company had allotted 7695 equity shares under Employee Stock Option 2013 to the employees of the Company who had exercised their right to convert stock options into Equity shares. This results in increase in paid up Equity Capital to Rs.12,2018690/-.

14. Plant Locations

: Bangalore, Chennai, Tada.

15. Address for Correspondence

: Registered Office
Bhartiya International Ltd. 56/7, Nallambakkam Village,
(Via Vandalur), Chennai – 600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com

Company Secretary and Compliance Officer
Ms. Shilpa Budhia
Bhartiya International Ltd.
56/7, Nallambakkam Village,
(Via Vandalur), Chennai –600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com

DISCLOSURES

1. The Company is in compliance with all the mandatory requirements under the Listing Regulations
2. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company (www.bhartiyafashion.com)

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

3. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements
4. Company has laid down adequate procedure to inform the Board about the risk assessment and risk minimization procedures. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
5. Commodity price risks and commodity hedging activities – The Company is exposed to the risk of price fluctuation of raw materials and manages these risks proactively through inventory management and proactive vendor development practices.
6. There have been no instances of non-compliance by the Company on any matter related to capital markets and no penalties or strictures have been imposed by SEBI or the Stock Exchange during the last three years.
7. In compliance with the SEBI regulations on prevention of Insider Trading, the Company has constituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation. Further, as per the guidelines on SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has implemented a Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
8. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable
9. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Company has obtained the certificate in this regard and the same is annexed as a part of the report.
10. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable
11. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part - Details relating to fees paid to the Statutory Auditors are given in 49 to the Standalone Financial Statements and Note 40 to the Consolidated Financial Statements.
12. Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanization provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.
- 13. Demat Suspense Account/ Unclaimed Suspense Account** - The Company does not have any shares in the demat suspense account or unclaimed suspense account.

14. SUBSIDIARY COMPANY

None of the subsidiary of the Company falls within the meaning of “Material Non-listed Indian subsidiary” as designed by the SEBI Listing Regulations. However, the Company has formulated the Material Subsidiary policy and uploaded the same on the website of the Company (www.bhartiyafashion.com)

The Company monitors the performance of its subsidiary companies, inter alia, by the following means:

The financial statements and the minutes of the Board Meetings of the subsidiary companies are noted at the Board Meetings respectively of the Company.

15. The Company has complied with all mandatory requirements of Corporate Governance as specified under SEBI Listing Regulations. The company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub-regulation (2) of the Regulation 46 of the Listing Regulations.

NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the Listing Regulations:

- (i) The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Whole-Time Director & CEO.
- (ii) The Internal Auditor reports to the Audit Committee.
- (i) The financial statements of the Company are with unmodified audit opinion.
- (ii) The Company is sending half yearly communication to its shareholders highlighting the financial and operational performance.

Insider Trading Code

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The PIT Regulations”).

The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders’ (“the Code”) in accordance with the requirements of the PIT Regulations.

The Code is applicable to Promoters and Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)’ in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct

As per requirement of Regulation 17(5) of the SEBI Listing Regulations, with the Stock Exchanges, the Board has laid down a Code of Conduct (“the Code”) for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of Bhartiya Group www.bhartiyafashion.com. All Board members and Senior Management Personnel affirm at firm compliance with the code on an annual basis and the declaration to that effect by Mr. Snehdeep Aggarwal, Chairman, is attached to this report.

A Code of conduct applicable to all the employees of the Group has been communicated, which are to be followed in day to day work life. To help, guide and align our behaviors as we make business decisions that impact our daily operations, we rely on our Employee Code of Conduct, which outlines our values and describes our standards for conduct, compliance, and avoiding conflicts of interest. It supports our continuing commitment to honest and ethical conduct and compliance with both the letter and the spirit of all laws, rules, and regulations, and our company’s policies, standards, and procedures.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate and to take necessary penal action for any act of sexual harassment, which includes unwelcome sexually determined behaviour. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment.

NSE ELECTRONIC APPLICATIONS PROCESSING SYSTEMS (NEAPS) and BSE LISTING CENTER

All compliances related filings like financials results, shareholding pattern, corporate governance report, investors' complaints status, media releases etc. are also filed electronically in NEAPS and BSE Listing Center.

SEBI COMPLAINT REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaints and its current status.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

MDA is attached separately in this Annual Report.

Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the Stock Exchanges, NSDL and CDSL and is placed before the Stakeholders Relationship Committee of the Board of Directors of the Company. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

Corporate Identity Number (CIN)

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L74899TN1987PLC111744.

Transfer of Unclaimed / Unpaid Dividend to Investor Education and Protection Fund Authority

The Company shall be transferring the unclaimed/unpaid dividends as mentioned hereunder to the Investor Education and Protection Fund Authority, established by the Central Government, in terms of the provisions of Section 124 & 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The tentative schedule for unclaimed dividend to be transferred to Investor Education and Protection Fund Authority is as under:

Financial Year Ended	Date by which unclaimed dividend amount will be credited/ transferred to the "Investor Education and Protection Fund"
31.03.2013	28.10.2020
31.03.2014	13.10.2021
31.03.2015	26.10.2022
31.03.2016	03.11.2023
31.03.2017	01.11.2024
31.03.2018	02.11.2025
31.03.2019	31.10.2026

Members who have not encashed their Dividend Warrants for the above financial years/period may approach the Company's Registrar & Share Transfer Agent for obtaining duplicate Dividend Warrants/Revalidation of Dividend Warrants.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In compliance with the provisions of Section 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as on date the Company has transferred 43053 (0.35%) equity shares of Rs. 10 each of the Company, on which dividend remained unclaimed or unpaid for a period of seven consecutive years or more, to the Investor Education and Protection Fund Authority (IEPF Authority).

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on

which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

In view of the current extraordinary circumstances due to COVID-19 pandemic, the bulk mailing services of the Indian Postal Department is yet to fully resume on account of nationwide lock-down, hence the Company has not communicated individually to the concerned shareholders for claiming their aforesaid unclaimed dividends. However, as required under the IEPF Rules, the Company is in the process of publishing a Notice in the Newspapers informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

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

Dematerialization of Shares – Process

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a. Demat account should be opened with a Depository Participant (DP).
- b. Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- c. DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- d. DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), i.e Mas Services Limited.
- e. RTA will process the DRF and update the status to DP/ Depositories.
- f. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

Nomination Facility

Your Company is pleased to offer the facility of nomination to members. Pursuant to Section 72 of the Companies Act, 2013, the members, who hold shares in the physical form and wish to avail nomination facility, are requested to send the duly complete nomination form, available on the website of the Company www.bhartiyafashion.com, to the Registrar and Share transfer Agent of the Company. The Members, who hold shares in the electronic form and wish to avail nomination facility, are requested to send separate request to their respective Depository Participant(s) only.

Consolidation of Folios and avoidance of Multiple Mailing

In order to enable the Company to reduce costs and duplication of efforts for investor servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would help in monitoring the folios more effectively. Members may write to the Registrar and Share Transfer Agent at their address given earlier, indicating the folio numbers to be consolidated.

National Electronic Clearing Services (NECS) Mandate

Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

Compliance Certificate

The Statutory Auditors M/s. KASG & Co., Chartered Accountants, have certified that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations and the same is annexed to this Report.

CODE OF CONDUCT DECLARATION

Declaration

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As provided under Regulation 26 (3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel have affirmed compliance with Bhartiya International Limited Code of Business Conduct and Ethics for the year ended 31st March, 2020.

Gurugram, 29th June, 2020

Sd/-
Snehdeep Aggarwal
Chairman

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Bhartiya International Ltd.
56/7, Nallambakkam Village, (Via Vandalur),
Chennai - 600048 (Tamil Nadu)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhartiya International Limited having CIN L74899TN1987PLC111744 and having registered office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamil Nadu 600048 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

For RSM & CO.
Company Secretaries

Delhi, 12th August, 2020

Sd/-
CS RAVI SHARMA
PARTNER
FCS NO. 4468, C.P. NO. 3666
UDIN: F004468B000590306

CEO/CFO CERTIFICATION

To
The Board of Directors
Bhartiya International Ltd

We, Manoj Khattar, Whole-Time Director and Raj Kumar Chawla, Chief Financial Officer, responsible for the finance function to the best of our knowledge and belief, certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2020 are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. i. There has not been any significant change in internal control over financial reporting during the year under reference;
- ii. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- iii. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board

Gurugram, 29th June, 2020

Sd/-
Manoj Khattar
Whole-Time Director

Sd/-
Raj Kumar Chawla
Chief Financial Officer

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Bhartiya International Ltd.

We have examined the compliance of Conditions of Corporate Governance by Bhartiya International Ltd. ("the Company") for the financial year ended on 31st March, 2020 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For K A S G & CO.

Firm Registration No. 002228C
Chartered Accountants

R B Sharma

Partner
Mem. No. 075701
UDIN: 20075701AAAAAP8147
Gurugram, 12th August, 2020

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of
Bhartiya International Ltd

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Bhartiya International Ltd ('the Holding Company') and its subsidiaries (the Holding company and its subsidiaries together referred to as 'the Group') and its associate comprising the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at March 31, 2020, its Consolidated Profit and Consolidated Other Comprehensive Income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the other matters paragraph below 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's Response
<p>Adoption of Ind AS 116</p> <p>As described in Note 52 to the Consolidated Financial Statements, the Group has adopted Ind AS 116 Leases (Ind AS 116) in the current year. The application and transition to this accounting standard is complex and is an area of focus in our audit since the Group has a large number of leases with different contractual terms. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet.</p> <p>The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term.</p> <p>Additionally, the standard mandates detailed disclosures in respect of transition. Refer Note 5.3 and Note 52 to the consolidated financial statements.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> • Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); • Assessed the Group's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities; • Upon transition as at 1 April, 2019: <ul style="list-style-type: none"> ○ Evaluated the method of transition and related adjustments; ○ Tested completeness of the lease data by reconciling the Group's operating lease commitments to data used in computing ROU asset and the lease liabilities. • On a statistical sample, we performed the following procedures: <ul style="list-style-type: none"> ✓ assessed the key terms and conditions of each lease with the underlying lease contracts; and ✓ evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

Emphasis of Matter

We draw your attention to Note 54 to the Consolidated Financial Statements which states that the management has assessed that there is no significant impact on the Financial Statements ending as on 31st March, 2020, however, impact on subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statement and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The Holding Company's Board of Directors is responsible for the preparation & presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Cash Flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors /management of the companies included in the Group, and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group & its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group & its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities within the Group & its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial Statement of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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 did not audit the financial statements of five overseas subsidiaries and four local subsidiaries, whose financial statements reflect total assets of Rs 204.25 crores as at 31st March, 2020, total revenues of Rs. 276.01 crore and net cash outflows amounting to 11.35 crore for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

We have relied on the audited financial statements of both the associates wherein the group's share of Loss aggregate to Rs 3.49 Crores. These financial statements have been audited by other auditor whose financial information and auditor's report have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts & disclosures included in respect of these associates is based solely on the reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on other legal and regulatory requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a Director of that company in terms of sub-section

2 of Section 164 of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- 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/ provided by the Holding Company and its Indian Subsidiaries 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 Auditors' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group & its associates.
 - ii) The provision has been made in the Consolidated Financial Statement as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R. B.Sharma
Partner
Mem. No. 075701
UDIN: 20075701AAAAAF1823

Gurugram, 29th June, 2020

ANNEXURE TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2020, we have audited the internal financial controls over financial reporting of Bhartiya International Limited ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

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') issued by ICAI 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 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 with reference to consolidated financial statements 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 with reference to these consolidated financial statements and their operating effectiveness. Our

audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these consolidated financial statements.

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 authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for K A S G & CO.

Chartered Accountants

Firm's Registration No. 002228C

R.B.Sharma

Partner

Mem. No. 075701

UDIN: 20075701AAAAAF1823

Gurugram, 29th June, 2020

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020**Rs. in Lakhs**

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	5	10,759.10	10,642.26
(b) Capital Work-in-Progress	5.1	1,108.24	997.49
(c) Right to Use Asset	5.3	1,106.91	-
(d) Investment in Property	6	551.22	562.13
(e) Goodwill		25.25	25.25
(f) Intangible Assets	7	66.67	133.37
(g) Investments Accounted for using Equity Method	8	4,641.58	12,347.17
(h) Financial Assets			
(i) Investments	9	35.01	0.01
(ii) Loans	10	185.08	196.87
(iii) Other Financial Assets	11	5,203.21	2,593.55
(i) Deferred Tax Assets		21.24	23.56
(j) Other Non-Current Assets	12	77.88	714.54
2 Current Assets			
(a) Inventories	13	42,695.80	40,103.47
(b) Financial Assets			
(i) Investments	14	-	-
(ii) Trade Receivables	15	12,629.07	12,308.53
(iii) Cash and Cash Equivalents	16	4,934.88	3,736.90
(iv) Bank Balances other than Cash & Cash Equivalents	17	1,166.86	800.49
(v) Loans	18	208.03	301.72
(vi) Others Financial Assets	19	2,753.67	4,259.52
(c) Current Tax assets (net)		352.10	59.34
(d) Other Current Assets	20	1,924.70	1,959.62
TOTAL ASSETS		90,446.50	91,765.79
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	21	1,220.19	1,219.42
(b) Other Equity	22	33,455.76	38,276.25
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	5,925.92	5,977.14
(ii) Other Financial Liabilities	24	629.17	153.18
(b) Provisions	25	48.61	136.47
(c) Other Non-Current Liabilities	26	109.34	27.83
(d) Deferred Tax Liabilities		583.59	1,005.45
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	37,307.49	31,519.06
(ii) Trade payables	28		
- Total outstanding dues of micro enterprises and small enterprises		835.30	943.14
- Total outstanding dues of creditors other than micro enterprises and small enterprises		6,884.22	9,262.84
(iii) Other Financial Liabilities	29	2,256.55	2,182.89
(c) Provisions	30	413.58	356.15
(d) Other Current Liabilities	31	217.62	596.77
(e) Current Tax Liabilities (Net)		559.16	109.20
TOTAL OF EQUITY AND LIABILITIES		90,446.50	91,765.79
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

**CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2020**

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
INCOME			
Revenue from Operations	32	72,069.58	74,799.74
Other Income	33	435.50	1,198.07
Total Income		<u>72,505.08</u>	<u>75,997.81</u>
EXPENSES			
Cost of material consumed	34	32,426.79	34,190.80
Purchases of Stock-in-Trade		10,532.32	11,968.38
Change in Inventories of Finished Goods	35	(688.01)	(1,365.72)
Employee Benefits Expense	36	4,777.62	4,656.38
Finance Costs	37	2,491.33	3,053.31
Depreciation and Amortization Expense	38	998.01	812.70
Other expenses	39	19,056.78	19,830.78
Total Expenses		<u>69,594.84</u>	<u>73,146.63</u>
Profit/ (Loss) before Share of net Profit/(Loss) of Associate		<u>2,910.24</u>	<u>2,851.18</u>
Share of net profit/(Loss) of associates		(348.68)	80.35
III Profit/ (Loss) before exceptional Items and tax		<u>2,561.56</u>	<u>2,931.53</u>
Exceptional Items			
Profit / (Loss) before tax		2,561.56	2,931.53
Tax Expenses	40		
i Current tax		865.62	636.61
ii Deferred tax		(429.75)	318.13
Profit / (Loss) for the year		<u>2,125.69</u>	<u>1,976.79</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		40.08	2.60
Income tax relating to above items		(10.20)	0.38
Total Comprehensive Income for the Year		<u>2,155.57</u>	<u>1,979.77</u>
Profit Attributable to :			
Owners		2,127.31	1,979.04
Non-controlling Interests		(1.62)	(2.25)
Other Comprehensive income Attributable to :			
Owners		29.85	2.98
Non-controlling Interests		0.03	-
Total Comprehensive income Attributable to :			
Owners		2,157.16	1,982.02
Non-controlling Interests		(1.59)	(2.25)
Earnings per equity share of Face Value			
Basic (in Rs.)		17.67	16.25
Diluted (in Rs.)		17.61	16.11
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**Partner
Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**Whole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

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

Rs. in Lakhs

Equity Share Capital		Notes	Amount								
Particulars	Reserves and Surplus	Total									
Particulars	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	"Non-Controlling Interest"	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)	Total
Balance as at 31st March, 2018	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.38	3,106.53	15,450.05	(11.15)	36,272.02
Change in equity share capital during the year 2018-19				(2.25)					1,979.04		1,976.79
Balance as at 31st March, 2019										2.98	2.98
Change in equity share capital during the year 2019-20							60.82	200.00	(200.00)		60.82
Balance as at 31st March, 2020											
Other Equity (Refer note no. 22)											
Particulars	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.38	3,106.53	15,450.05	(11.15)	36,272.02
Profit for the year				(2.25)					1,979.04		1,976.79
Other comprehensive income for the year										2.98	2.98
Securities premium on issue of share							60.82				60.82
Transfer from Retained Earning to General Reserve								200.00	(200.00)		
Transfer to General reserve											
Employee Stock Option Reserve for the year		35.98									35.98
Transfer to Security premium on issue of share		(55.65)									(55.65)
Dividends & Dividends distribution tax									(177.69)		(177.69)
Preferential Shares warrant forfeited	(390.75)		390.75								
Currency Fluctuation Reserve					(17.58)						(17.58)
Share of Associate Prior period Profit Adj.									178.58		178.58
Capital Reserve created during the year											
Balance as at 31st March 2019		227.14	925.75	147.56	178.49	8,470.77	7,798.20	3,306.53	17,229.98	(8.17)	38,276.25
Profit for the year				(1.62)					2,127.31		2,125.69
Other comprehensive income for the year				0.03						29.85	29.88
Securities premium on issue of share							36.26				36.26
Transfer from Retained Earning to General Reserve									(200.00)		(200.00)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

Particulars	Reserves and Surplus								Total	
	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	"Non-Controlling Interest"	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve		Retained Earnings
Transfer to General reserve								200.00		200.00
Employee Stock Option Reserve for the year		37.01								37.01
Transfer to Security premium on issue of share		(33.18)								(33.18)
Dividends & Dividends distribution tax									(176.75)	(176.75)
Preferential Shares warrant forfeited										-
Currency Fluctuation Reserve					517.51					517.51
Share of Associate Prior period Profit Adj.									(7,356.91)	(7,356.91)
Capital Reserve created during the year										-
Balance as at 31st March 2020	-	230.97	925.75	145.97	696.00	8,470.77	7,834.46	3,506.53	11,623.63	21.68

Component of other Equity Nature and Purpose

Securities Premium Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.
General Reserve Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".

As per our report of even date attached

For K A S G & CO.

Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma

Partner
Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

For and on behalf of the Board

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2020

Rs. in Lakhs

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax as per statement of Profit and Loss	2,561.56	2,931.53
<i>Adjustment for :</i>		
Share of (profit)/loss of Associates	348.68	(80.35)
Finance Cost	2,491.33	3,053.31
Depreciation and amortisation Expenses	998.01	812.70
Provision for Employee Stock Option Benefits	37.01	35.98
Loss/(Profit) on sale of Fixed Assets (net)	(1.80)	(0.23)
Loss/(Profit) on sale of Investments (net)	-	(45.80)
Rental Income	(354.74)	(394.57)
Dividend Income	-	(0.01)
Interest Income	19.05	(32.50)
Government grant Income	(2.07)	(2.07)
	6,058.93	6,277.99
<i>Movements in working capital:</i>		
Increase/ (decrease) in trade payables	(2,486.46)	(4,780.45)
Increase/ (decrease) in other financial liabilities	(1.90)	(126.43)
Increase/ (decrease) in other liabilities	(295.56)	(213.19)
Increase/ (decrease) in provisions	9.65	179.98
Decrease/ (increase) in inventories	(2,592.33)	(5,778.03)
Decrease/ (increase) trade receivables	(320.54)	6,777.60
Decrease/ (increase) in loan	105.48	213.24
Decrease/ (increase) in other current financial assets	1,505.85	492.77
Decrease/ (increase) in other current assets	22.53	541.72
Decrease/ (increase) in other non-current assets	82.76	(2,094.36)
Decrease/ (increase) in other non-current financial assets	(2,609.66)	10.82
Cash (used in) / generated from operations	(512.25)	1,501.66
Income tax paid (Net)	(708.22)	(680.51)
Currency Flucation reserve consolidation	517.51	(17.58)
Net cash (used in)/ generated from operating activities - (A)	(711.96)	803.57
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,038.03)	(1,047.81)
Capital advance/Capital creditors (net)	(42.45)	(16.16)
Proceeds from sale of fixed assets	6.32	6.44
Purchase of Non-current investments(net)	(35.00)	644.69
Dividend income on current investments	-	0.01
Security deposit	(57.29)	17.50
Rental Income	354.74	394.57
Interest income	19.05	32.50
Fixed Deposit with bank	(366.37)	(107.25)
Net cash from/ (used in) Investing Activities - (B)	(1,159.03)	(75.51)

CONSOLIDATED STATEMENT OF CASH FLOW (CONTD.)

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	11.25	1,231.99
Proceeds from short-term borrowings (net)	5,788.43	2,294.78
Payment of lease Liability	(114.84)	-
Share Capital including securities premium	3.85	6.46
Interest and processing fees paid (net)	(2,442.97)	(3,053.31)
Dividend paid (including dividend tax)	(176.75)	(177.69)
Net cash from/ (used in) financing activities - (C)	<u>3,068.97</u>	<u>302.23</u>
Net increase / (decrease) in cash and cash equivalents - (A+B+C)	1,197.98	1,030.29
Cash and cash equivalents as at beginning of the year	3,736.90	2,706.61
Cash and cash equivalents as at the end of the year	<u>4,934.88</u>	<u>3,736.90</u>
Components of cash and cash equivalents:		
Cash on hand	40.05	25.05
Balances with scheduled banks:		
In current accounts	2,591.74	3,235.76
In deposit accounts	2,303.09	476.09
Cash and cash equivalents in cash flow statement	<u>4,934.88</u>	<u>3,736.90</u>

As per our report of even date attached

For K A S G & CO.

Chartered Accountants

Firm Reg. No. 002228C

R.B.Sharma

Partner

Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Limited ('the Holding Company') is a public Ltd. company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The Holding Company and its subsidiaries (hereinafter referred to as "the Group") is engaged in the business of manufacturing and trading of leather products & textile products. The Holding Company has its registered office at Chennai and its corporate office at Gurugram, Haryana.

2 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The consolidated financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 Principles of Consolidation

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

The audited / unaudited financial statements of foreign subsidiaries / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates.

The Group accounts for its share of post-acquisition changes in net assets of associates after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

4 SIGNIFICANT ACCOUNTING POLICIES

4.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act.

4.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Group amortizes computer software using the straight-line method over the period of 3 years.

4.4 Lease

Effective from 1st April, 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April, 2019 using the modified retrospective method on the date of initial application i.e. 1st April, 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use Assets (ROU Assets)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

4.5 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net relisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

4.6 Cash & Cash Equivalents

The Group cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

4.7 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Group accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

4.8 Financial Instruments

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

Financial Assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments:

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

4.9 Provision and Contingent Liabilities

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

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

4.10 Revenue Recognition

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

4.11 Foreign Currency Translation

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4.12 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4.13 Earning per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

4.14 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

4.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

4.16 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

4.17 Critical Estimates and Judgements -

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

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

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of depreciable assets
- Provision and contingent liability
- Carry value of investment in associates

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**5. PROPERTY, PLANT AND EQUIPMENT****Rs. in Lakhs**

Particulars	LAND		OTHER THAN LAND					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	
Gross Carrying Amount								
Balance as at 31st March, 2018	255.70	3,912.95	4,653.28	499.48	220.69	318.45	168.32	10,028.87
Addition	-	1,315.73	1,018.46	48.43	8.97	39.91	29.52	2,461.02
Disposal				38.93	2.89		15.07	56.89
Balance as at 31st March, 2019	255.70	5,228.68	5,671.74	508.98	226.77	358.36	182.77	12,433.00
Addition	-	41.80	704.47	81.42	17.11	41.63	27.31	913.74
Disposal	-		4.61		7.79			12.40
Balance as at 31st March, 2020	255.70	5,270.48	6,371.60	590.40	236.09	399.99	210.08	13,334.34
Accumulated Depreciation								
Balance as at 31st March, 2018	-	307.51	486.08	105.61	46.41	89.98	76.20	1,111.79
Addition	-	145.50	374.33	73.92	31.65	48.40	44.88	718.68
Disposal				33.56	2.04		4.13	39.73
Balance as at 31st March, 2019	-	453.01	860.41	145.97	76.02	138.38	116.95	1,790.74
Addition	-	168.48	424.80	77.85	31.50	50.91	38.84	792.38
Disposal			1.80		6.08			7.88
Balance as at 31st March, 2020	-	621.49	1,283.41	223.82	101.44	189.29	155.79	2,575.24
Net Carrying Amount								
Balance as at 31st March, 2019	255.70	4,775.67	4,811.33	363.01	150.75	219.98	65.82	10,642.26
Balance as at 31st March, 2020	255.70	4,648.99	5,088.19	366.58	134.65	210.70	54.29	10,759.10

5.1 Capital Work in Progress**Rs. in Lakhs**

31st March, 2019	997.49
31st March, 2020	1,108.24

5.2 Building includes Rs. 18,50,000/- (Previous year Rs. 18,50,000/-) acquired in an earlier year, are pending registration in the name of company.

5.3 RIGHT OF USE ASSETS

Particulars	Land	Building	Total
Gross Carrying Amount			
Balance as at 31st March, 2018	-	-	-
Addition	-	-	-
Disposal	-	-	-
Balance as at 31st March, 2019			
Addition	532.34	689.06	1,221.40
Disposal	-	-	-
Balance as at 31st March, 2020	532.34	689.06	1,221.40
Accumulated Depreciation			
Balance as at 31st March, 2018	-	-	-
Addition	-	-	-
Disposal	-	-	-
Balance as at 31st March, 2019			
Addition	12.64	101.85	114.49
Disposal	-	-	-
Balance as at 31st March, 2020	12.64	101.85	114.49
Net carrying Amount			
Balance as at 31st March, 2019	-	-	-
Balance as at 31st March, 2020	519.70	587.21	1,106.91

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

6. INVESTMENT PROPERTIES	Rs. in Lakhs
Particulars	Land & Building
Gross Carrying amount	
Balance as at 31st March, 2018	589.92
Addition	4.93
Disposal	
Balance as at 31st March, 2019	<u>594.85</u>
Addition	
Disposal	
Balance as at 31st March, 2020	<u>594.85</u>
Accumulated Depreciation	
Balance as at 31st March, 2018	21.81
Addition	10.91
Disposal	
Balance as at 31st March, 2019	<u>32.72</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2020	<u>43.63</u>
Net Carrying Amount	
Balance as at 31st March, 2019	562.13
Balance as at 31st March, 2020	551.22
Fair Value	
As at 31st March, 2019	3,443.27
As at 31st March, 2020	3,441.73

6.1 INVESTMENT PROPERTIES

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Rental income derived from investment properties	253.35	283.53
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income Arising from Investment Properties before Depreciation	<u>253.35</u>	<u>283.53</u>
Depreciation	10.91	10.91
Income from Investment Properties (Net)	<u>242.44</u>	<u>272.62</u>

6.2 Maturity Analysis of Lease Payments to be received in aggregate & each of following year:

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Not later than one year	254.25	137.08
Later than one year and not later than five years	969.73	22.90
Later than five years	<u>951.66</u>	<u>34.00</u>

6.3 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**7. INTANGIBLE ASSETS****Rs. in Lakhs**

Particulars	Goodwill	Computer Software	Total
Gross Carrying Amount			
Balance as at 31st March, 2018	7.99	269.31	277.30
Addition	-	40.44	40.44
Disposal	-	-	-
Balance as at 31st March, 2019	<u>7.99</u>	<u>309.75</u>	<u>317.74</u>
Addition	-	13.53	13.53
Disposal	-	-	-
Balance as at 31st March, 2020	<u>7.99</u>	<u>323.28</u>	<u>331.27</u>
Accumulated Depreciation			
Balance as at 31st March, 2018	0.23	101.03	101.26
Addition	7.76	75.35	83.11
Disposal	-	-	-
Balance as at 31st March, 2019	<u>7.99</u>	<u>176.38</u>	<u>184.37</u>
Addition	-	80.23	80.23
Disposal	-	-	-
Balance as at 31st March, 2020	<u>7.99</u>	<u>256.61</u>	<u>264.60</u>
Net Carrying Amount			
Balance as at 31st March, 2019	-	133.37	133.37
Balance as at 31st March, 2020	-	66.67	66.67

8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	No. of Shares/Units	As at 31st March, 2020	No. of Shares/Units	As at 31st March, 2019
Investments in Associates (Unquoted at Cost)				
(a) Investment in Associate Company #				
Equity Shares	34,393,260	4,641.58	34,393,260	12,347.17
		<u>4,641.58</u>		<u>12,347.17</u>
#Particulars of Investment in associate company				
A) Bhartiya Urban Pvt. Ltd. (Formerly known as Bhartiya City Developers Pvt. Ltd.)				
% of ownership interest		36.77%		36.77%
Cost of Acquisition		3,782.56		3,782.56
Share of Pre Acquisition Reserves & Surplus		8,424.17		8,424.17
Share of Post Acquisition Reserves & Surplus		(7,564.47)		141.12
Carrying Value		<u>4,642.26</u>		<u>12,347.85</u>
B) TADA Mega Leather Cluster Pvt. Ltd.				
% of ownership interest		50.00%		50.00%
Cost of Acquisition		0.50		0.50
Share of Post Acquisition Reserves & Surplus		(1.18)		(1.18)
Carrying Value		<u>(0.68)</u>		<u>(0.68)</u>
		<u>4,641.58</u>		<u>12,347.17</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**9. NON-CURRENT INVESTMENTS****Rs. in Lakhs**

Particulars	As on 31st March, 2020		As on 31st March, 2019	
	Units/ Share (No.)	Amount (Rs.)	Units/ Share (No.)	Amount (Rs.)
A Investments in Mutual Funds (Unquoted)				
At Fair value through Profit and loss				
i) Reliance ETF Liquid BeES	1.093	0.01	1.061	0.01
		<u>0.01</u>		<u>0.01</u>
B Investments in Equity Shares (Unquoted)				
At Fair value through Profit and loss				
i) Pallavaram Tanners Industrial Effluent Treatment co. Ltd.	31,525	35.00		-
Total (A+B)		<u>35.01</u>		<u>0.01</u>
Aggregate amount of unquoted Investments		35.01		0.01
Aggregate amount of impairment in value of unquoted Investments		-		-

10. NON-CURRENT LOAN

Particulars	As at 31st March, 2020	As at 31st March, 2019
(Unsecured & Considered Good)		
(a) Security and Other Deposits	144.90	135.89
(b) Loan to Employee	40.18	60.98
TOTAL	<u>185.08</u>	<u>196.87</u>

11. OTHER NON CURRENT FINANCIAL ASSETS

(a) Other Advances	5,203.21	2,593.55
TOTAL	<u>5,203.21</u>	<u>2,593.55</u>

12. OTHER NON CURRENT ASSETS

(a) Capital Advances	57.88	91.63
(b) Security Deposit with Govt.Authority	8.63	96.18
(c) Prepaid Expenses	1.20	1.80
(d) Prepayment Lease Rent	10.17	524.93
TOTAL	<u>77.88</u>	<u>714.54</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
(a) Raw Materials	28,127.39	28,409.29
(b) Raw Materials -In transit	141.64	80.98
(c) Stock-in-Progress	2,197.63	1,257.54
(d) Finished Goods	8,672.89	7,994.36
(e) Consumable Store	3,556.25	2,361.30
TOTAL	<u>42,695.80</u>	<u>40,103.47</u>

14. CURRENT INVESTMENT

Particulars	As at 31st March, 2020		As on 31st March, 2019	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
A Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Rayalaseema Paper Mills Ltd.	31,792	-	31,792	-
		-		-
Aggregate amount of unquoted Investments		-		-

15. TRADE RECEIVABLES

Particulars	As at	
	31st March, 2020	31st March, 2019
(Unsecured, considered good)		
(a) Trade Receivable	12,629.07	12,308.53
(b) Receivable from related parties	-	-
TOTAL	<u>12,629.07</u>	<u>12,308.53</u>

16. CASH AND CASH EQUIVALENT

a) Balances with Banks- in current A/c		
In current accounts	2,591.74	3,235.76
In deposit accounts	2,303.09	476.09
b) Cash on Hand	40.05	25.05
TOTAL	<u>4,934.88</u>	<u>3,736.90</u>

17. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	1,158.33	791.84
b) Unclaimed dividend accounts	8.53	8.65
TOTAL	<u>1,166.86</u>	<u>800.49</u>

Fixed deposits of Rs.1158.33 lacs (previous year Rs 791.84 lacs) are pledged with the banks for various limits and facilities granted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
18. CURRENT LOAN		
(Unsecured & Considered Good)		
(a) Security and Other Deposits	49.88	72.05
(b) Loan to Employee	158.15	229.67
TOTAL	<u>208.03</u>	<u>301.72</u>
19. OTHER CURRENT FINANCIAL ASSETS		
a) Export incentive receivable	1,471.69	1,363.68
b) Insurance claim receivable	139.56	132.22
c) Vat /GST receivable	1,142.24	2,201.03
d) Other Advance	0.18	22.77
e) Forward Contract Assets	-	539.82
TOTAL	<u>2,753.67</u>	<u>4,259.52</u>
19.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the commissioner of customs (exports) with the joint secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.		
20. OTHER CURRENT ASSETS		
a) Advances with Suppliers	1,596.03	1,465.24
b) Prepaid Expenses	309.88	283.74
c) Security Deposit with Govt. Authority	0.18	2.12
d) Mat Credit Entitlement	14.58	16.69
e) Other Advances	3.60	179.21
f) Prepayment Lease Rent	0.43	12.62
TOTAL	<u>1,924.70</u>	<u>1,959.62</u>
21. SHARE CAPITAL		
Authorised Share Capital		
a) 20,000,000 (31st March,2019: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00
b) 500,000 (31st March, 2019: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00
	<u>2,500.00</u>	<u>2,500.00</u>
Issued, Subscribed & Paid up :		
a) 12,201,869 (31st March, 2019: 12,194,174) Equity Shares of Rs. 10/- each fully paid Up.	1,220.19	1,219.42
TOTAL	<u>1,220.19</u>	<u>1,219.42</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs**

21.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	12,194,174	1,219.42	12,181,254	1,218.13
Shares Issued during the year	7,695	0.77	12,920	1.29
Shares outstanding at the end of the year	12,201,869	1,220.19	12,194,174	1,219.42

21.2 The details of Shareholders holding more than 5% shares

Name of the Share holders	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	1,143,362	9.37	1,143,362	9.38
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.20
(c) Bhartiya Global Ventures Pvt. Ltd.	2,215,100	18.15	1,850,000	15.17
(d) Bhartiya Advisory Services Pvt. Ltd.	681,913	5.59	681,926	5.59
(e) TIMF Holdings	706,474	5.79	706,474	5.79
(f) Superfine Carpets Pvt.Ltd.	659,266	5.40	1,256,244	10.30

21.3 Shares Reserved for issue under options

Particulars	As at	As at
	31st March, 2020 No. of Shares	31st March, 2019 No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/- each , at an exercise price of Rs.50/- per share	91,823	99,518

21.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Rs. in Lakhs

Particulars	31st	31st	31st	31st	31st
	March 2020	March 2019	March 2018	March 2017	March 2016
Shares issued during the period of five years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	7,695	12,920	40,309	27,097	-

21.5 The Company has only one class of equity shares having a par values of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders. .

21.6 During the Year, the company has allotted 7,695 Equity share of Rs.10/- each fully paid to its employees under Employee Stock Option Plan (ESOP 2013).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs										
	Money Received Against Share Warrant outstanding	Employee Stock Options outstanding	Preferential share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income(defined benefit plan)	Total
Balance as at 31st March, 2018	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.38	3,106.53	15,450.05	(11.15)	36,272.02
Profit for the year	-	-	-	(2.25)	-	-	-	-	1,979.04	-	1,976.79
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	2.98	2.98
Securities premium on issue of share	-	-	-	-	-	-	60.82	-	-	-	60.82
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	(200.00)	-	(200.00)
Transfer to General reserve	-	-	-	-	-	-	-	200.00	-	-	200.00
Employee Stock Option Reserve for the year	-	35.98	-	-	-	-	-	-	-	-	35.98
Transfer to Security premium on issue of share	-	(55.65)	-	-	-	-	-	-	-	-	(55.65)
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	(177.69)	-	(177.69)
Preferential Shares warrant forfeited	(390.75)	-	390.75	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	(17.58)	-	-	-	-	-	(17.58)
Share of Associate Prior period Profit Adj.	-	-	-	-	-	-	-	-	178.58	-	178.58
Balance as at 31st March, 2019	-	227.14	925.75	147.56	178.49	8,470.77	7,798.20	3,306.53	17,229.98	(8.17)	38,276.25
Profit for the year	-	-	-	(1.62)	-	-	-	-	2,127.31	-	2,125.69
Other comprehensive income for the year	-	-	-	0.03	-	-	-	-	-	29.85	29.88
Securities premium on issue of share	-	-	-	-	-	-	36.26	-	-	-	36.26
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	(200.00)	-	(200.00)
Transfer to General reserve	-	-	-	-	-	-	-	200.00	-	-	200.00
Employee Stock Option Reserve for the year	-	37.01	-	-	-	-	-	-	-	-	37.01
Transfer to Security premium on issue of share	-	(33.18)	-	-	-	-	-	-	-	-	(33.18)
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	(176.75)	-	(176.75)
Preferential Shares warrant forfeited	-	-	-	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	517.51	-	-	-	-	-	517.51
Share of Associate Prior period Profit Adj.	-	-	-	-	-	-	-	-	(7,356.91)	-	(7,356.91)
Balance as at 31st March, 2020	-	230.97	925.75	145.97	696.00	8,470.77	7,834.46	3,506.53	11,623.63	21.68	33,455.76

Note:

22.1 This represents group's share of loss in associate M/s Bhartiya Urban Pvt. Ltd. (Formerly known as Bhartiya City Developers Pvt. Ltd.) for the year ending 31st March, 2019. The company in its consolidated financial statement for the year ending 31st March, 2019 had taken group's share of Profit/loss of the associate based on unaudited financial statement as approved by Board of Directors the associate. Subsequently, group's share of Profit/(loss) has been changed by Rs. (-) 7356.91 Lakhs in audited financial statement of associate mainly on account of adoption of Ind AS 115 Revenue from Contracts with Customers

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**23. NON-CURRENT BORROWINGS****Rs. in Lakhs**

Particulars	As at 31st March, 2020	As at 31st March, 2019
Secured		
- Term Loans from Banks	5,888.00	5,927.40
- Vehicle Loans from Banks	37.92	49.74
TOTAL	<u>5,925.92</u>	<u>5,977.14</u>

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

	Nature of Security	Terms of Repayment
23.1	Term Loans from HDFC Bank, balance outstanding amounting to Rs 161.77 lacs (31st March, 2019 Rs. 323.56 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 15 Quarterly Installment starting from September 2017. Last installment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.25 %)
23.2	Term Loans from HDFC Bank, subsequent disbursement , balance outstanding amounting to Rs 36.84 lacs (31st March, 2019 Rs. 73.68 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 15 Quarterly Installment starting from September 2017. Last installment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.25 %)
23.3	Term Loans from HDFC Bank, balance outstanding amounting to Rs 350.00 lacs (31st March, 2019 is Rs. 490.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Installment starting from Nov 2017. Last installment due in Aug 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.35 %)
23.4	Term Loans from HDFC Bank, balance outstanding amounting to Rs 1994.10 lacs (31st March, 2019 is Rs.2228.70 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Installment starting from Oct, 2018. Last installment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.35 %.)
23.5	Term Loans from HDFC Bank, balance outstanding amounting to Rs 128.69 lacs (31st March, 2019 is Rs. 180.17 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Installment starting from Feb 2018. Last installment due in Aug 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.40%)
23.6	Term Loan from Yes Bank, balance outstanding amounting to Rs. 258.40 lacs (31st March, 2019 Rs. nil lacs) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhara Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Installment starting from July 2019. Last installment due in April 2024. Rate of interest 10.35 % p.a. as at year end.
23.7	Term Loan from Yes Bank, balance outstanding amounting to Rs. 300.00 Lacs (31st March, 2019 Rs. 400.00) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhara Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Installment starting from June 2018. Last installment due in Mar 2023. Rate of interest 10.35 % p.a. as at year end (previous year - 10.50 %)
23.8	Term Loans from Indsind Bank, balance outstanding amounting to Rs 127.30 lacs (31st March, 2019 Rs. 169.52 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 61 Monthly Installment starting from March 2018. Last installment due in March 2023. Rate of interest 10.40 % p.a. as at year end (previous year - 10.40%)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

	Nature of Security	Terms of Repayment
23.9	Term Loans from Indusand Bank, balance outstanding amounting to Rs 2947.66 lacs (31st March, 2019 Rs.2752.25 lacs) is secured by Exclusive charge on undergone project and Cash Flows, receivables, book debts and revenue of the company.	The Loan is repayable in 16 Quarterly Installment starting from March 2022. Last installment due in December 2025. Rate of interest 4.19 % p.a. as at year end
23.10	Term Loans from Deutsche Bank, balance outstanding amounting to Rs lacs 38.56 Lacs (March 31,2019 Rs. 108.78 lacs) is secured by Exclusive charge Cash Flows, receivables, book debts and revenue of the company.	The Loan is repayable in 48 Monthly Installment starting from July 2016. Last installment due in June 2020. Rate of interest 1.02 % p.a. as at year end
23.11	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

24. OTHER NON-CURRENT FINANCIAL LIABILITIES

Rs. in Lakhs

Particulars	As at	
	31st March, 2020	31st March, 2019
(a) Security Deposit with Related Parties	95.89	153.18
(b) Lease Liability	533.28	-
TOTAL	629.17	153.18

25. NON-CURRENT PROVISION

(a) Provision for Employees Benefit	48.61	136.47
TOTAL	48.61	136.47

26. OTHER NON-CURRENT LIABILITIES

(a) Government Grant	25.63	27.71
(b) Advance Lease Rent	83.71	0.12
TOTAL	109.34	27.83

27. CURRENT BORROWING

Secured

- Working Capital Loans From Banks	37,307.49	31,519.06
TOTAL	37,307.49	31,519.06

27.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.

27.2 Working Capital facilities in Overseas Subsidiaries are Secured against Corporate Guarantee/SBLC of Holding company.

28. TRADE PAYABLE

(a) Payable to Micro and Small Enterprises	835.30	943.14
(b) Payable to others than Micro and Small Enterprises	6,884.22	9,262.84
TOTAL	7,719.52	10,205.98

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**29. OTHER CURRENT FINANCIAL LIABILITIES****Rs. in Lakhs**

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Current maturities of Long -Term Debt	859.37	796.90
(b) Interest Accrued	124.92	101.67
(c) Unpaid Dividend	8.53	8.65
(d) Due to Employee	384.29	430.34
(e) Expenses Payable	180.21	420.21
(f) Statutory Dues Payable	136.42	192.75
(g) Capital Payables	9.20	85.40
(h) Other Payable	60.64	146.97
(i) Derivatives-Foreign Exchange Forward Contract	403.68	-
(j) Lease Liability	89.29	-
TOTAL	<u>2,256.55</u>	<u>2,182.89</u>

30. PROVISIONS

(a) Provision for Employees Benefits	413.58	356.15
TOTAL	<u>413.58</u>	<u>356.15</u>

31. OTHER CURRENT LIABILITIES

(a) Advance from Customer	217.62	588.78
(b) Advance Lease Rent	-	7.99
TOTAL	<u>217.62</u>	<u>596.77</u>

32. REVENUE FROM OPERATIONS

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Sales of products		
(a) Sales Manufactured Goods	54,979.03	47,367.29
(b) Sales Stock-in-Trade	12,833.16	23,807.81
Sales of Services	1,356.59	272.72
Other Operating Revenues		
(a) Export Incentives	3,306.99	3,516.30
(b) Foreign Exchange Gain/(Loss)	(406.19)	(164.38)
TOTAL	<u>72,069.58</u>	<u>74,799.74</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

33. OTHER INCOME	Rs. in Lakhs	
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
(a) Interest Income from Loans & advances	19.05	32.50
(b) Dividend Income from Current Investment	-	0.01
(c) Other non operating income		
- Profit on sale of Current Investments(Net)	-	45.80
- Rental Income	354.74	394.57
- Profit on sale of Fixed Assets	1.80	0.40
- Other Income	59.91	724.79
TOTAL	<u>435.50</u>	<u>1,198.07</u>
34. COST OF MATERIALS CONSUMED		
Opening Stock	30,851.56	26,418.35
Add : Purchases	<u>34,341.09</u>	<u>38,624.01</u>
	65,192.65	65,042.36
Less : Closing Stock	32,765.86	30,851.56
TOTAL	<u>32,426.79</u>	<u>34,190.80</u>
35. CHANGE IN INVENTORIES OF FINISHED GOODS		
Opening Stock	7,985.81	6,628.64
Closing Stock	8,673.82	7,994.36
Decrease/(Increase)	<u>(688.01)</u>	<u>(1,365.72)</u>
36. EMPLOYEE BENEFIT EXPENSES		
(a) Salary & Allowances	4,196.32	4,082.18
(b) Contribution to Provident & Other fund	334.94	298.88
(c) Staff Welfare Expenses	209.35	239.34
(d) Employee Stock Option Plan	37.01	35.98
TOTAL	<u>4,777.62</u>	<u>4,656.38</u>
37. FINANCE COST		
(a) Interest Expense- Net	1,869.30	2,406.04
(b) Borrowing Cost	226.32	394.47
(c) Exchange difference regarded as an adjustment to borrowing cost	395.71	252.80
TOTAL	<u>2,491.33</u>	<u>3,053.31</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**38. DEPRECIATION AND AMORTISATION****Rs. in Lakhs**

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
(a) Depreciation on Property Plant and Equipment	792.38	718.68
(b) Amortisation on Intangible Assets	80.23	83.11
(c) Depreciation on Investment on Properties	10.91	10.91
(d) Amortisation on Right of use Assets	114.49	-
TOTAL	998.01	<u>812.70</u>

39. OTHER EXPENSES**(i) Manufacturing Expenses**

(a) Fabrication Charges	11,833.18	12,000.18
(b) Other Manufacturing Expenses	448.83	439.96
(c) Freight & Cartage	100.18	136.86

(ii) Selling & Administrative Expenses

(a) Legal And Professional Charges	1,431.11	1,070.17
(b) Power & Fuel	347.75	356.48
(c) Bank Charges	391.15	470.38
(d) Repair & Maintenance		
- Building	53.72	67.78
- Plant & Machinery	131.13	134.23
- Others	568.30	589.21
(e) Communication	100.08	107.96
(f) Rates Taxes & Duties	50.48	44.81
(g) Insurance	95.62	74.52
(h) Rent	104.82	385.08
(i) Travelling & Conveyance	940.04	1,327.35
(j) Freight on Exports	843.21	996.68
(k) Commission, Brokerage & Discount	467.98	395.14
(l) Loss on Sale /Discard of Fixed Assets	-	0.17
(m) Misc. Expenses	951.98	704.86
(n) Expenditure towards CSR activities	39.88	9.97
(o) Directors Meeting Fees	4.35	2.73
(p) Packing Expenses	113.75	349.63
(q) Bad Debts	-	128.04
(r) Auditors Remuneration	39.24	38.59
TOTAL	19,056.78	<u>19,830.78</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

40. TAX EXPENSES	Rs. in Lakhs	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Particulars		
I) Current Tax		
(a) Current Income Tax	865.82	636.61
(b) Mat Credit Entitlement	(0.20)	-
	<u>865.62</u>	<u>636.61</u>
II) Deferred Tax		
(a) Related To origination & reversal of temporary differences	(429.75)	318.13
	-	-
Income tax expenses reported in statement of profit and loss	<u>435.87</u>	<u>954.74</u>
Effective Income Tax Rate	<u>17.02%</u>	<u>32.57%</u>
A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
Accounting profit before tax	2,561.56	2,931.53
Statutory income tax rate	25.168%	34.944%
Computed tax expenses	644.69	1,024.39
Tax in respect of earlier years	(0.28)	8.62
Impact of adoption of New Tax Regime u/s 115BAA	(260.15)	-
Long term capital gain exempt for taxation	-	(16.00)
Income exempt from taxation	-	-
Non taxable/ differential tax rate of subsidiaries	(32.36)	(42.18)
Impact of share of profit/(loss) of associates	87.75	(28.08)
Dudction under section 24 of income tax act	(19.36)	(29.62)
Non-Dudctable expenses for tax purpose	15.58	37.61
Income tax charge to statement of profit and loss account	<u>435.87</u>	<u>954.74</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**41. CONTINGENT LIABILITIES****Rs. in Lakhs**

Particulars	As at	As at
	31st March, 2020	31st March, 2019
i) Letter of Credit / Import Bills outstanding -	405.71	834.69
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	8,962.63	9,257.58
- World Fashion Trade Ltd.	-	242.06
iii) Bill Discounted with Bank	-	400.58
iii) Other Guarantee given by bank	-	20.85
iv) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia & World Fashion Trade Ltd.	416.40	388.40
v) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	-	525.32
viii) Corporate Guarantee executed by the subsidiary company to bank against facilities granted by bank to parent company	-	2,400.00

41.1 Capital and Other Commitments

i) Estimated value of contract remaining to be executed on capital Account and not provided for	-	173.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	-	12.22

42. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans**Rs. in Lakhs**

Particulars	Year Ended	Year Ended
	31st March, 2020	31st March, 2019
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	211.74	203.27
b) Employees State Insurance Corporation	3.91	6.85

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2020	As at 31st March, 2019
Expected return on plan assets	0.07	0.08
Discount rate	0.07	0.08
Salary increase rate	3% for two year and 6% thereafter	0.06
Employee turnover	0.05	0.05
In service mortality	IALM (2012-14)	IALM (2006-08)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:**

Particulars	Gratuity	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Current Service Cost	62.47	52.28
Net Interest Expenses	9.54	10.16
Past Service Cost	-	-
Components of defined benefit costs recognised in profit or Loss	72.01	62.44
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	(43.03)	(0.64)
Return On Plan Assets	2.96	(6.02)
Net(Income)/Expenses for the year ended recognized in OCI	(40.07)	(6.66)

iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation

Particulars	Gratuity	
	As at 31st March, 2020	As at 31st March, 2019
Present Value of Defined Benefit Obligation	403.87	394.96
Fair Vale of Plan Asset	(317.66)	(258.16)
Net Liability arising from Defined Benefit Obligation	86.21	136.80

iv) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Opening Defined Obligation	394.97	357.45
Interest Cost	9.54	27.89
Current Service Cost	62.47	52.28
Past Service Cost	-	-
Benefits Paid Directly by the employer	(38.20)	(42.01)
Actuarial (gains)/ Losses	(43.03)	(0.64)
Closing Defined Benefit Obligation	385.75	394.97

Rs. in Lakhs

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**v) Movements in the fair value of the plan assets are as follows:**

Particulars	Gratuity	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Opening fair Value of Plan Assets *	258.15	228.47
Interest Income	19.58	17.72
Contribution by the Employer	88.20	10.00
Return on Plan Assets Excluding Interest Income	(41.16)	1.96
Closing fair Value of Plan Assets	<u>324.77</u>	<u>258.15</u>

*** Fund Managed by the approved Insurance Company Kotak Life Insurance**

Particulars	Gratuity	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Investment With Insurer	100%	100%

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2020 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(392.75)	415.52
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	416.00	(311.01)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(25.23)	28.89
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	26.35	(23.99)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**43. EARNING PER SHARE**

Rs. in Lakhs

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Profit/(loss) for the year	2,155.57	1,979.77
No. of share at the beginning of the year (A)	12,194,174.00	12,181,254.00
Equity allotted during the year	7,695.00	12,920.00
Weighted average shares (B)	3,345.00	3,673.00
Weighted average shares outstanding (nos.) (A+B)	12,197,519.00	12,184,927.00
Effect of diluted number of share		
Add:- Employee stock option plan	43,690.22	44,551.00
Add:- Convertible preferential share warrant	-	40,274.00
Weighted average number of equity share for diluted earning per share	12,241,209.22	12,269,752.00
Basic earning per share	17.67	16.25
Diluted earning per share	17.61	16.14

44. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

45. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January , 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The details of the ESOPs granted so far are provided below:

Rs. in Lakhs

Grant date		April 5, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	April 05,2019	April 05,2020	April 05,2021	April 05,2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant date		February 03, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	February 03,2019	February 03,2020	February 03,2021	February 03,2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant date		December 31, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		December 31, 2016	December 31, 2017	December 31, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		September 16, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		September 16, 2016	September 16, 2017	September 16, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		January 28, 2014	
Vesting tranche		Vesting I	Vesting II
Vesting date		1st February, 2015	1st March, 2015
%age of vesting		50.00	50.00
Exercise Price (in Rs.)		156.00	156.00

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2020 is as under:

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Number of options outstanding at the beginning of the period	99,518.00	93,004.00
Number of options granted during the year	-	30,000.00
Number of options forfeited / lapsed during the year	-	10,566.00
Number of options vested during the year	11,000.00	38,484.00
Number of options exercised during the year	7,695.00	12,920.00
Number of shares arising as a result of exercise of options	7,695.00	12,920.00
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 3,84,750	Rs. 6,46,000
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	91,823.00	99,518.00
Number of options exercisable at the end of the year	45,823.00	42,518.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	Rs. in Lakhs			
	September 16, 2015	December 31, 2015	February 3, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	0.26	0.37
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	-	-
Risk free rate of return	8.17%	7.96%	0.08	0.07

46. Details of Corporate Social Responsibility (CSR) Expenditure

Particulars	As at	
	31st March, 2020	31st March, 2019
(a) Gross amount required to be spent	46.25	44.91
(b) Amount spent:		
(i) Construction/acquisition of any asset	-	
(ii) On purpose other than (i) above	39.88	9.97
(c) Administrative expenses	-	-

47. Expenses Capitalised During the Year

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries , Allowances and Bonus	795.94	883.74
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48. Fair value Measurement

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2020			
	Carrying Amount	Level of input used in		
Level 1		Level 2	Level 3	
Financial Assets				
At Amortised cost				
Trade Receivable	12,629.07	-	-	12,629.07
Cash & Cash Equivalents	4,934.88	-	-	4,934.88
Other Bank Balance	1,166.86	-	-	1,166.86
Loans	393.11	-	-	393.11
Other Financial Assets	7,956.88	-	-	7,956.88
At FVTPL				
Investments	35.01	0.01	-	35.00
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	44,092.78	-	-	44,092.78
Trade payables	7,719.52	-	-	7,719.52
Other Financial Liabilities	2,482.04	-	-	2,482.04
At FVTPL				
Other Financial Liabilities	403.68	-	403.68	-
<hr/>				
Particulars	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised cost				
Trade Receivable	12,308.53	-	-	12,308.53
Cash & cash equivalents	3,736.90	-	-	3,736.90
Other bank balance	800.49	-	-	800.49
Loans	498.59	-	-	498.59
Other financial assets	6,313.25	-	-	6,313.25
At FVTPL				
Investments	0.01	0.01	-	-
Other financial assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	37,496.20	-	-	37,496.20
Trade Payables	-	-	-	-
Other Financial Liabilities	2,336.07	-	-	2,336.07
At FVTPL				
Other Financial Liabilities	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

49 Capital Management

For the purpose of the Company's Capital Management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 23, 28 & 30)	44,092.78	38,293.10
Less: Cash and cash equivalents (Note 16)	(4,934.88)	(3,736.90)
Net debt	39,157.90	34,556.20
Equity Share Capital	1,220.19	1,219.42
Other Equity	33,455.76	38,276.25
Total Capital	34,675.95	39,495.67
Capital and Net Debt	73,833.85	74,051.87
Gearing Ratio	0.53	0.47

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

50. Disclosures as required under Schedule III to the Companies Act, 2013, of the enterprises consolidated as Subsidiary/Associates :

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As a % of Consolidated net assets	Amount	As a % of Consolidated Profit	Amount
Parent :	85.08	28,956.89	87.09	2,180.99
Subsidiary				
Indian Subsidiaries				
Bhartiya Global Marketing Ltd	1.17	397.13	(0.15)	(3.75)
J&J Leather Enterprises Ltd	1.53	521.23	(0.37)	(9.34)
Bhartiya International SEZ Ltd	3.91	1,330.45	(0.58)	(14.41)
Bharatiya Fashion Retail Ltd	0.02	5.58	0.18	4.58
Bhartiya Urban Infrastructure Ltd.	0.01	2.91	-	(0.02)
Foreign Subsidiaries				
World Fashion Trade Ltd.	(0.29)	(99.04)	0.23	5.87
Design Industry China Ltd	(0.12)	(39.35)	4.08	102.19
Ultima SA	16.16	5,498.44	15.18	380.20
Ultima Italia SRL	5.20	1,771.42	0.20	4.90
Design Industry Ltd., Hongkong	0.98	334.16	3.74	93.66
Sub Total		<u>38,679.82</u>		<u>2,744.87</u>
Inter-company Elimination & Consolidation Adjustments	(13.65)	(4,645.35)	(9.61)	(240.62)
Grand Total		<u>34,034.47</u>		<u>2,504.25</u>
Non-Controlling Interest in Subsidiaries		(145.97)		1.59
Share of Profit / (Loss) in Associates		641.48		(348.68)
		<u>34,529.98</u>		<u>2,157.16</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

51. Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
Less than 6 month	11,985.80	11,953.83
More than 6 month	643.27	354.71

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2020			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	38,166.90	3,867.60	2,058.28	44,092.78
Trade Payable	7,719.52	-	-	7,719.52
Other Financial Liabilities	768.01	266.68	362.49	2,885.72

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	32,315.96	3,209.90	2,767.24	38,293.10
Trade Payable	10,205.98	-	-	10,205.98
Other Financial Liabilities	1,539.17	-	-	1,539.17

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
Total Borrowings	44,092.78	38,293.10
% of Borrowings out of above bearing variable rate of interest	84.61%	82.31%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	412.77	730.46
100 bp decrease would Increase the profit before tax by	412.77	730.46

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st, March, 2020		As at 31st, March, 2019	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	91.75	463.10	36.17	359.30
EURO	36.48	226.57	8.33	147.49
GBP	30.44	69.91	41.68	53.26
HKD	193.38	88.81	107.78	91.52
RMB	10.86	6.01	5.29	10.30
CHF	130.10	89.28	153.06	101.86

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	347.07	(347.07)	125.05	(125.05)
EURO	151.89	(151.89)	32.34	(32.34)
GBP	142.98	(142.98)	187.97	(187.97)
HKD	94.42	(94.42)	47.42	(47.42)
RMB	5.76	(5.76)	2.33	(2.33)
CHF	510.58	(510.58)	531.87	(531.87)
Foreign Currency Monetary Liabilities				
USD	(1,751.79)	1,751.79	(1,242.28)	1,242.28
EURO	(943.38)	943.38	(572.62)	572.62
GBP	(328.38)	328.38	(240.19)	240.19
HKD	(43.36)	43.36	(40.27)	40.27
RMB	(3.19)	3.19	(4.54)	4.54
CHF	(350.38)	350.38	(353.97)	353.97
Impact on Profit or Loss as at the end of reporting year	<u>(2,167.78)</u>	<u>2,167.78</u>	<u>(1,526.89)</u>	<u>1,526.89</u>

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Disclosure Regarding Derivative Instruments.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following are outstanding forward contracts :-

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Currency	Foreign Currency Lacs	Currency	Foreign Currency Lacs
Forwards Contracts	USD	105.00	USD	83.50
	EURO	17.00	EURO	22.50
	GBP	40.50	GBP	30.00

52. Transition to Ind AS 116 'Leases'

The Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified Ind AS 116 Leases ('Ind AS 116') which replaces the existing lease standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for recognition, measurement, presentation and disclosure of leases for both lessees and lessors.

Effective 1st April, 2019, the Company has adopted Ind AS 116 – 'Leases' and applied the standard to all lease contracts existing on 1st April, 2019 using the modified retrospective method. The Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019

The Company has elected below practical expedients on transition to Ind AS 116

- i) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics
- ii) Applied the exemption not to recognise right of use assets and lease liabilities with less than 12 months of lease term on the date of initial application
- iii) Excluded the initial direct costs from the measurement of right of use asset at the date of initial application
- iv) Elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the Company relied on its assessment made applying Ind AS 17 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

- v) The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standards to its leases, prospectively, applying the standards on initial application without making any adjustment to opening balance of retained earnings
- vi) The Company has elected not to apply the requirements of Ind AS 116 to short term leases of all the assets that have a lease term of twelve months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight line basis over the lease term.
- vii) The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 9%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****A) Leases as lessee****i) The movement in Lease Liabilities during the year**

Particulars	As at 31st March, 2020
Opening Balance	-
Balance as at 1st April, 2019 (On adoption of IND AS -116)	460.62
Addition during the year	228.44
Finance Costs incurred during the year	48.36
Payment of lease Liabilities	(114.84)
Balance as at 31st March, 2020	<u>622.58</u>

ii) The carrying value of the Rights-of-use and depreciation charged during the year

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, kindly refer note -4.2 "Right of use assets".

(iii) Amounts Recognised in Statement of Cash Flows

Particulars	As at 31st March, 2020
Total Cash outflow for Leases	(114.84)

(iv) Maturity Analysis of Lease Liability

Particulars	As at 31st March, 2020
Maturity Analysis of contractual undiscounted Cash Flows	
Less than one year	141.75
One to five years	362.40
More than five years	413.19
Total undiscounted Lease Liability	
Balances of Lease Liabilities	
Non Current Lease Liability	533.28
Current Lease Liability	89.29
Total Lease Liability	<u>622.57</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****53. Related Party Disclosures as per Ind AS 24**

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Associate parties :		
Bhartiya Urban Pvt. Ltd. (Bhartiya City Developers Pvt. Ltd.)	India	0.37
Tada Mega Leather Cluster Pvt Ltd.	India	0.50
ii) Executive Directors:		
Snehdeep Aggarwal		Managing Director (till 31.05.2019)
Manoj Khattar		Whole Time Director
iii) Non-Executive Directors		
Snehdeep Aggarwal		Director (w.e.f 01.06.2019)
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Amrishpal singh		Director
Nikhil Aggarwal		Director
Walter willi Zwahlen		Director
iv) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
v) Relatives of Executive Directors with whom transactions have taken place:		
Kanwal Aggarwal		
Arjun Aggarwal		
vi) Trust (Post Employment Benefit Plan)		
Bhartiya International Ltd. Employees Group Gratuity Scheme		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Rs. in Lakhs

b) Transactions during the year with Related Parties :

Particulars	2019-20	2018-19
1. Salaries		
Snehdeep Aggarwal	10.00	18.40
Jaspal Sethi	-	3.80
A.k.Gadhok	-	0.31
Manoj Khattar	97.29	66.06
Amrishpal singh	3.00	3.00
Nikhil Aggarwal	93.37	95.89
Walter willi Zwahlen	62.21	82.39
2. Lease Rent Received		
Parushni Interior Designs Pvt Ltd	18.00	18.00
3. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	4.25	5.00
Robert Burton Moore Jr	89.75	89.95
4. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	-	3.78
5. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.56	0.23
Sandeep Seth	0.75	0.30
Shashank	0.63	0.30
A. Sahasranaman	0.36	0.08
Annapurna Dixit	0.25	0.06
6. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	50.00	10.00
c) Balances Outstanding at the year end:		
1. Expenses/Others Payables		
Amrishpal singh	0.25	0.25
2. Security Deposit (Received)		
Parushni Interior Designs Pvt. Ltd.	1.50	1.50

54 COVID-19 Assessment Note

The COVID-19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of all plants and offices following nationwide lockdown by the Government of India. The Company has resumed operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial statements as at 31st March, 2020. However, for the first quarter of F.Y. 2020-21, being lockdown months, the revenues and profitability of the company are likely to be adversely impacted and since the business situation is very dynamic, the company is closely monitoring it. However, the assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration, accordingly the impact may be different from that estimated now.

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**Partner
Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**Whole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

CONSOLIDATED FINANCIAL SUMMARY

Rs. in Lakhs

PARTICULARS	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Equity Share Capital	946.38	1046.38	1106.38	1106.38	1121.38	1171.38	1174.09	1218.13	1219.42	1220.19
Reserves & Surplus	10597.23	12007.26	13113.65	14518.27	16276.96	20014.16	25579.31	36272.00	38276.25	33455.76
Net Worth	11949.95	13300.71	14395.12	15798.28	17864.48	22394.47	26753.41	37490.13	39495.67	34675.95
Capital Employed	12908.50	14613.58	17572.83	19521.88	21582.50	26468.25	30699.56	43225.88	46795.74	41972.58
Gross Fixed Assets	6857.03	7926.79	8907.95	9591.43	10428.12	12109.72	9422.58	12787.52	13773.50	16020.50
Net Fixed Assets	4906.96	5729.65	6557.74	6888.19	7316.30	8412.82	8922.09	11574.45	11798.37	13066.17
Export Sales including Export Incentives	19523.02	25067.32	30306.03	41440.95	55812.77	62215.89	64194.24	71051.66	74799.74	72069.58
Other Income	246.16	231.92	315.73	351.49	333.80	378.91	618.56	725.54	1198.07	435.50
Total Income	19769.18	25299.24	30621.76	41792.44	56146.57	62600.50	64812.80	71777.20	75997.81	72505.08
EBITDA	2102.78	2929.87	2951.26	4059.35	5299.22	5104.13	4659.23	5408.24	6717.19	6399.58
Depreciation	281.25	288.70	323.63	395.46	630.24	604.98	601.53	748.27	812.70	998.01
EBIT	1821.53	2641.17	2627.63	3663.88	4668.98	4499.15	4057.70	4659.97	5904.49	5401.57
Profit before Tax	1001.60	1609.53	1442.25	2096.56	2953.65	3192.93	2667.25	2703.91	2851.18	2910.24
Tax Expenses	337.68	453.79	433.40	646.96	839.46	920.88	808.95	842.61	954.74	435.87
Net Profit After Tax and before Share of Profit / (loss) of Associates	664.26	1147.01	1012.58	1451.05	2099.93	2279.26	1858.30	1861.30	1896.44	2474.37
Non Controlling Interest	(0.34)	8.72	(3.73)	(1.45)	14.26	(7.22)	(5.68)	(3.43)	(0.01)	(1.59)
Share in Profit	(26.38)	(1.82)	1.29	0.78	0.44	192.22	(58.54)	(118.07)	80.35	(348.68)
Net Profit after share of Profit and Loss of Associates	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.76	1743.23	1976.79	2125.69
Equity Dividend (%)	10.00	10.00	10.00	10.00	10.00	12.00	12.00	12.00	12.00	-
EPS (Basic) Rs.	7.36	11.39	9.35	13.12	18.83	21.69	15.33	14.42	16.25	17.67
EPS(Diluted) Rs.	7.15	11.39	9.31	13.06	18.50	21.48	14.98	14.28	16.14	17.61

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Bhartiya International Ltd
Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of M/s Bhartiya International Ltd ('the Company'), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, (including other Comprehensive Income) the Cash Flow Statement and Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matter

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

Key Audit Matters	Auditor's Response
<p>Adoption of Ind AS 116</p> <p>As described in Note 54 to the Standalone Financial Statements, the Company has adopted Ind AS 116 Leases (Ind AS 116) in the current year. The application and transition to this accounting standard is complex and is an area of focus in our audit since the Company has a large number of leases with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet.</p> <p>The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term.</p> <p>Additionally, the standard mandates detailed disclosures in respect of transition. Refer Note 4.2 and Note 54 to the standalone financial statements.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> • Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); • Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities; • Upon transition as at 1 April, 2019: <ul style="list-style-type: none"> ○ Evaluated the method of transition and related adjustments; ○ Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and the lease liabilities. • On a statistical sample, we performed the following procedures: <ul style="list-style-type: none"> ✓ assessed the key terms and conditions of each lease with the underlying lease contracts; and ✓ evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

Emphasis of Matter

We draw your attention to Note 56 to the Standalone Financial Statements which states that the management has assessed that there is no significant impact on the Financial Statements ending as on 31st March, 2020, however, impact on subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statement 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, but does not include the standalone financial statements and our auditor's report there on.

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

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

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statement, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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 the internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Financial Statements dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
 - (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/ provided 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements (Refer Note 41 to standalone financial statements.)
 - ii) The company has made provision as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for K A S G & CO.

Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma

Partner

Mem. No. 075701

UDIN: 20075701AAAAAE7595

Gurugram, 29th June, 2020

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2020, we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the Programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties, as disclosed in Note 4 on Property, Plant & Equipment to the standalone financial statements, are held in the name of the Company, except for a building acquired in earlier year having a carrying value of 18.50Lacs as at 31st March, 2020. In respect of immovable property taken on lease and disclosed as right to use assets in standalone financial statements the lease agreements are in the name of company.
- ii. The physical verification of inventory excluding stocks with third parties and in transit has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. According to information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to the companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, duty of customs, service tax, duty of excise, GST, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amount payable in respect of provident fund, employees' state insurance, income-tax duty of customs, GST and other material statutory dues were in arrears as at 31st March, 2020, for a period of more than 6 months from the date they become payable.

- (b) According to the records of the Company following are the amounts which are disputed and not paid by the Company:

Nature of Demand	Amount in Rs	Period to which the Amount Relates	Forum where appeal has been filed
Karnataka VAT	56,59,787/-	F.Y 2009-2010 & 2010-2011	Karnataka Appellate Tribunal, Bengaluru

- iii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, moneys raised by way term loans have been applied for the purposes for which they were obtained.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

- xi. The According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, 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 Act, where applicable, and the requisite details have been disclosed in the standalone financial statements as required by the applicable Ind AS.
- xiv. The Company has complied with the provisions of Section 42 of the Companies Act, 2013 in respect of the allotment of shares and moneys raised by way of allotment of shares/warrants have been applied for the purposes for which they were obtained.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma
Partner
Mem. No. 075701
UDIN: 20075701AAAAAE7595
Gurugram, 29th June, 2020

ANNEXURE - B TO THE AUDITORS' REPORT

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 "**Bhartiya International Ltd**" ("the Company") as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma
Partner
Mem. No. 075701
UDIN: 20075701AAAAAE7595

Gurugram, 29th June, 2020

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2020

Rs. in Lakhs

Particulars	Note No.	As at	
		31st March, 2020	31st March, 2019
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	4	9,659.11	9,680.50
(b) Capital Work-in-Progress	4.1	305.97	314.81
(c) Right of Use Assets	4.2	909.61	-
(d) Investment Property	5	546.29	557.20
(e) Intangible Assets	6	55.29	127.26
(f) Investments in Subsidiaries & Associates	7	6,576.09	6,576.09
(g) Financial Assets			
(i) Investments	8	0.01	0.01
(ii) Loans	9	121.26	130.67
(iii) Other financial Assets	10	-	88.14
(h) Other Non-Current Assets	11	68.30	712.73
2 Current Assets			
(a) Inventories	12	40,718.98	38,510.14
(b) Financial Assets			
(i) Investments	13	-	-
(ii) Trade receivables	14	7,740.53	7,127.81
(iii) Cash and cash equivalents	15	3,625.40	1,319.53
(iv) Bank balances other than cash & cash Equivalents	16	1,166.86	800.49
(v) Loans	17	198.56	287.92
(vi) Others Financial Assets	18	2,743.34	4,154.69
(c) Current Tax assets (net)		48.27	48.27
(d) Other Current Assets	19	2,477.13	1,522.26
TOTAL ASSETS		<u>76,961.00</u>	<u>71,958.52</u>
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	20	1,220.19	1,219.42
(b) Other Equity	21	27,736.68	25,692.36
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,448.20	2,977.62
(ii) Other Financial Liabilities	23	418.85	153.18
(b) Provisions	24	40.37	106.87
(c) Other Non-Current Liabilities	25	109.34	27.83
(d) Deferred Tax Liabilities	26	573.01	1,005.45
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	37,233.26	30,348.91
(ii) Trade Payables	28	748.14	932.37
Total outstanding dues of micro enterprises and small enterprises		3,582.49	6,927.58
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,913.70	1,809.67
(iii) Other financial liabilities	29	160.09	122.84
(b) Provisions	30	217.62	525.22
(c) Other Current Liabilities	31	559.06	109.20
(d) Current Tax Liabilities (Net)		76,961.00	71,958.52
TOTAL OF EQUITY AND LIABILITIES		<u>76,961.00</u>	<u>71,958.52</u>
Significant Accounting Policies			
The accompanying notes are an integral part of the financial statements	1 to 56		

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**
Partner
Mem. No. 075701**Shilpa Budhia**
Company Secretary**Raj Kumar Chawla**
Chief Financial Officer**For and on behalf of the Board****Manoj Khattar**
Whole Time Director
DIN: 00694981**Ramesh Bhatia**
Director
DIN: 0052320

Gurugram, 29th June, 2020

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
INCOME			
Revenue from Operations	32	57,467.48	60,929.62
Other Income	33	308.85	412.75
Total Income		<u>57,776.33</u>	<u>61,342.37</u>
EXPENSES			
Cost of Material Consumed	34	32,197.79	34,091.14
Purchases of Stock-in-Trade		308.27	1,371.18
Change in Inventories of Finished Goods	35	(851.31)	(1,414.54)
Employee Benefits Expense	36	4,082.78	3,762.50
Finance Costs	37	2,296.42	2,876.72
Depreciation and Amortisation Expense	38	873.16	692.59
Other Expenses	39	16,369.11	17,471.31
Total Expenses		<u>55,276.22</u>	<u>58,850.90</u>
Profit / (Loss) before Tax for the year		2,500.11	2,491.47
Tax expenses	40		
i Current Tax		792.32	541.88
ii Deferred Tax		(442.88)	324.21
Profit / (Loss) for the year (A)		<u>2,150.67</u>	<u>1,625.38</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		40.75	(11.85)
Income tax relating to above items		(10.44)	4.14
Total Other Comprehensive Income for the Year (B)		<u>30.31</u>	<u>(7.71)</u>
Total Comprehensive Income for the Year (A+B)		<u>2,180.98</u>	<u>1,617.67</u>
Earnings per equity share of face value			
Basic (in Rs.)		17.63	13.34
Diluted (in Rs.)		17.57	13.25
Significant Accounting Policies			
The accompanying notes are an integral part of the financial statements			

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

For and on behalf of the Board

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 29th June, 2020

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

A Equity Share Capital Rs. in Lakhs

Particulars	Notes	Amount
Balance as at 31st March, 2018		1,218.13
Change in equity share capital during the year 2018-19	20.1	1.29
Balance as at 31st March, 2019		1,219.42
Change in equity share capital during the year 2019-20	20.1	0.77
Balance as at 31st March, 2020		1,220.19

B Other Equity (Refer Note 21)

Particulars	Money Received against Share Warrants	Employee Stock Options Outstanding	Reserves and Surplus					Total
			Preferential Share Warrant Forfeited	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (Defined benefit plan)	
Balance as at 31st March, 2018	390.75	246.81	535.00	7,737.38	2,998.51	12,313.80	(11.02)	24,211.23
Profit for the year	-	-	-	-	-	1,625.38	-	1,625.38
Other Comprehensive Income for the year	-	-	-	-	-	-	(7.71)	(7.71)
Securities premium on issue of share	-	-	-	60.82	-	-	-	60.82
Employee Stock option reserve for the year	-	35.98	-	-	-	-	-	35.98
Transfer to Security premium on issue of share	-	(55.65)	-	-	-	-	-	(55.65)
Dividends & Dividends Distribution Tax	-	-	-	-	-	(177.69)	-	(177.69)
Preference Share warrants Forfeited	(390.75)	-	390.75	-	-	-	-	-
Transfer from Retained Earnings	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2019	-	227.14	925.75	7,798.20	3,198.51	13,561.49	(18.73)	25,692.36
Profit for the year	-	-	-	-	-	2,150.67	-	2,150.67
Other comprehensive income for the year	-	-	-	-	-	-	30.31	30.31
Securities premium on issue of share	-	-	-	36.26	-	-	-	36.26
Employee Stock option reserve for the year	-	37.01	-	-	-	-	-	37.01
Transfer to Security premium on issue of share	-	(33.18)	-	-	-	-	-	(33.18)
Dividends & Dividends Distribution Tax	-	-	-	-	-	(176.75)	-	(176.75)
Transfer from Retained Earnings	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2020	-	230.97	925.75	7,834.46	3,398.51	15,335.41	11.58	27,736.68

As per our report of even date attached
For K A S G & CO.
 Chartered Accountants
 Firm Reg. No. 002228C

R.B.Sharma
 Partner
 Mem. No. 075701

Shilpa Budhia
 Company Secretary

Raj Kumar Chawla
 Chief Financial Officer

For and on behalf of the Board

Manoj Khattar
 Whole Time Director
 DIN: 00694981

Ramesh Bhatia
 Director
 DIN: 0052320

Gurugram, 29th June, 2020

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2020

Rs. in Lakhs

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax as per Statement of Profit and Loss	2,500.11	2,491.47
Adjustment for :		
Finance Cost	2,296.42	2,876.72
Depreciation and Amortisation Expenses	873.16	692.59
Loss/(Profit) on sale of Property, Plant & Equipment (net)	(1.51)	(0.23)
Loss/(Profit) on Sale of Investments (net)	-	(45.80)
Rental Income	(288.72)	(326.38)
Dividend Income	-	(0.01)
Interest Income	(12.88)	(26.11)
Government Grant Income	(2.07)	(2.07)
Provision for Employee Stock Option Benefits	37.01	35.98
Operating Profit/(Loss) before Working Capital Changes	5,401.52	5,696.16
Movements in working capital:		
Increase/ (decrease) in trade payables	(3,529.32)	(468.08)
Increase/ (decrease) in other financial liabilities	122.11	26.39
Increase/ (decrease) in other liabilities	(307.60)	(215.00)
Increase/ (decrease) in provisions	11.50	(88.53)
Decrease/ (increase) in inventories	(2,208.84)	(5,801.58)
Decrease/ (increase) trade receivables	(612.72)	2,462.63
Decrease/ (increase) in non-current loan	98.77	(9.15)
Decrease/ (increase) in other current financial assets	1,411.35	509.76
Decrease/ (increase) in other current assets	(967.47)	723.55
Decrease/ (increase) in other non-current assets	87.95	12.62
Decrease/ (increase) in other non-current financial assets	88.14	(12.45)
Cash (used in) / Generated from Operations	(404.61)	2,836.32
Income tax paid (Net)	(342.46)	(535.89)
Net cash (used in)/ Generated from Operating Activities - (A)	(747.07)	2,300.43
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(659.41)	(650.80)
Capital advance/Capital creditors (net)	(39.46)	(16.16)
Proceeds from sale of Property, Plant & Equipment	4.98	1.14
Proceeds from sale of current investments(net)	-	644.69
Dividend income on current investments	-	0.01
Security Deposit	(74.51)	12.65
Rental Income	288.72	326.38
Interest Income	12.88	26.11
Fixed Deposit with Bank	(366.37)	(152.68)
Net Cash from/ (used in) Investing Activities - (B)	(833.17)	191.34

STANDALONE STATEMENT OF CASH FLOW (CONTD.)**Rs. in Lakhs**

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	(466.95)	(803.20)
Proceeds from short-term borrowings (net)	6,884.35	2,113.76
Payment of Lease Liability	(101.04)	-
Share Capital including securities premium	3.85	6.46
Interest and processing fees paid (net)	(2,257.34)	(2,876.72)
Dividend paid (including dividend tax)	(176.75)	(177.69)
Net Cash from/ (used in) Financing Activities - (C)	<u>3,886.12</u>	<u>(1,737.39)</u>
Net Increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	2,305.87	754.38
Cash and cash equivalents as at beginning of the year	1,319.53	565.15
Cash and Cash Equivalents as at the end of the year	<u>3,625.40</u>	<u>1,319.53</u>
Components of Cash and Cash Equivalents:		
Cash on hand	25.69	14.72
Balances with scheduled banks:		
In current accounts	1,348.25	877.12
In term deposit	2,251.46	427.69
Cash and Cash Equivalents in Cash Flow Statement	<u>3,625.40</u>	<u>1,319.53</u>

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Company') is a public limited company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on leading stock exchange in India. The Company has its registered office at Chennai and its corporate office at Gurugram, Haryana. The Company is in the business of manufacturing and trading of leather products & textile products

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

3.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

3.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Company amortizes computer software using the straight-line method over the period of 3 years.

3.4 Lease

Effective from 1st April 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April 2019 using the modified retrospective method on the date of initial application i.e. 1st April 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

(i) Right-of-use Assets (ROU Assets)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(iii) Short-Term Leases and Leases of Low-Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.5 Investment In Subsidiaries And Associates

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

3.6 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.7 Cash & Cash Equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

3.8 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

3.9 Financial Instruments

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

Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- Amortised cost
- Fair Value through profit and loss (FVTPL)
- Fair Value through other comprehensive income (FVOCI).

Debt Instruments

Debt instruments are initially measured at Amortised cost, Fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

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 generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

3.10 Provision and Contingent Liabilities

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

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.11 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract, net of discount.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

3.12 Foreign Currency Translation

The Company's financial statements are presented in Indian currency, which is also the company's functional currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.13 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.14 Earning per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.15 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

3.16 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

3.17 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

3.18 Critical Estimates and Judgements

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

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

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of depreciable assets
- Provision and contingent liability
- Carry value of investment in subsidiary and associates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Rs. in Lakhs							
	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	Total
Gross Carrying Amount								
Balance as at 31st March, 2018	223.25	3,559.10	4,208.95	237.47	202.35	300.37	175.37	8,906.86
Addition		1,320.66	900.45	42.28	7.24	37.87	29.25	2,337.75
Disposal					2.79		15.07	17.86
Balance as at 31st March, 2019	223.25	4,879.76	5,109.40	279.75	206.80	338.24	189.55	11,226.75
Addition			506.79	74.56	17.11	40.36	25.90	664.72
Disposal			4.61		4.80			9.41
Balance as at 31st March, 2020	223.25	4,879.76	5,611.58	354.31	219.11	378.60	215.45	11,882.06
Accumulated Depreciation								
Balance as at 31st March, 2018	-	232.73	445.72	58.22	31.01	86.61	87.65	941.94
Addition		133.98	327.20	30.77	29.87	45.40	43.26	610.48
Disposal					2.04		4.13	6.17
Balance as at 31st March, 2019	-	366.71	772.92	88.99	58.84	132.01	126.78	1,546.25
Addition		156.60	374.84	35.49	30.02	48.30	37.40	682.65
Disposal			1.80		4.15			5.95
Balance as at 31st March, 2020	-	523.31	1,145.96	124.48	84.71	180.31	164.18	2,222.95
Net Carrying Amount								
Balance as at 31st March, 2019	223.25	4,513.05	4,336.48	190.76	147.96	206.23	62.77	9,680.50
Balance as at 31st March, 2020	223.25	4,356.45	4,465.62	229.83	134.40	198.29	51.27	9,659.11

4.1 Capital Work in Progress

Balance as at 31st March, 2019	314.81
Balance as at 31st March, 2020	305.97

4.2 Building includes Rs. 18,50,000/- (Previous year Rs. 18,50,000/-) acquired in an earlier year, are pending registration in the name of company.

4.2 RIGHT OF USE ASSETS

Particulars	Land	Building	Total
Gross Carrying Amount			
As at 1st April, 2019	532.34	460.62	992.96
Addition	-	20.75	20.75
Disposal			
Balance as at 31st March, 2020	532.34	481.37	1,013.71
Accumulated Depreciation			
As at 1st April, 2019	-	-	-
Addition	12.64	91.46	104.10
Disposal			
Balance as at 31st March, 2020	12.64	91.46	104.10
Net carrying Amount			
Balance as at 31st March, 2019	-	-	-
Balance as at 31st March, 2020	519.70	389.91	909.61

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**5. INVESTMENT PROPERTIES**

Particulars	Rs. in Lakhs	
	Buildings	Total
Gross Carrying Amount		
Balance as at 31st March, 2018	589.92	589.92
Addition		
Disposal		
Balance as at 31st March, 2019	<u>589.92</u>	<u>589.92</u>
Addition		
Disposal		
Balance as at 31st March, 2020	<u>589.92</u>	<u>589.92</u>
Accumulated Depreciation		
Balance as at 31st March, 2018	21.81	21.81
Addition	10.91	10.91
Disposal		
Balance as at 31st March, 2019	<u>32.72</u>	<u>32.72</u>
Addition	10.91	10.91
Disposal		
Balance as at 31st March, 2020	<u>43.63</u>	<u>43.63</u>
Net Carrying Amount		
Balance as at 31st March, 2019	557.20	557.20
Balance as at 31st March, 2020	<u>546.29</u>	<u>546.29</u>
Fair Value		
As at 31st March, 2019	2,744.77	2,744.77
As at 31st March, 2020	<u>2,743.23</u>	<u>2,743.23</u>

5.1 Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Rental income derived from investment properties	252.35	282.53
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	<u>252.35</u>	<u>282.53</u>
Depreciation	10.91	10.91
Income from investment properties (Net)	<u>241.44</u>	<u>271.62</u>

5.2 Maturity Analysis of Lease Payments to be received in aggregate & each of following year:

Particulars	As at March 31, 2020	As at March 31, 2019
Not later than one year	253.25	136.08
Later than one year and not later than five years	965.73	18.90
Later than five years	918.66	-

5.3 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

6. INTANGIBLE ASSETS	Rs. in Lakhs	
Particulars	Computer Software	Total
Gross Carrying Amount		
Balance as at 31st March, 2018	255.92	255.92
Addition	40.28	40.28
Disposal	-	-
Balance as at 31st March, 2019	<u>296.20</u>	<u>296.20</u>
Addition	3.53	3.53
Disposal	-	-
Balance as at 31st March, 2020	<u>299.73</u>	<u>299.73</u>
Accumulated Depreciation		
Balance as at 31st March, 2018	97.75	97.75
Addition	71.19	71.19
Disposal	-	-
Balance as at 31st March, 2019	<u>168.94</u>	<u>168.94</u>
Addition	75.50	75.50
Disposal	-	-
Balance as at 31st March, 2020	<u>244.44</u>	<u>244.44</u>
Net Carrying Amount		
Balance as at 31st March, 2019	127.26	127.26
Balance as at 31st March, 2020	<u>55.29</u>	<u>55.29</u>

7. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Shares(Nos)	Amount	Shares(Nos)	Amount
A INVESTMENTS IN WHOLLY OWNED SUBSIDIARIES				
i. Equity Instrument at cost (Unquoted)				
1 Equity share of Rs. 10/- each, fully paid in Bhartiya Global Marketing Ltd., India	4,999,020	499.90	4,999,020	499.90
2 Equity Shares of Rs. 10/- each, fully paid in Bhartiya International SEZ Ltd., India	12,069,230	1,206.92	12,069,230	1,206.92
3 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Fashion Retail Ltd., India	500,000	50.00	500,000	50.00
4 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Urban Infrastructure Ltd., India	50,000	5.00	50,000	5.00
5 Equity Shares in Ultima S.A., Switzerland (having par value of SFR 1,000/- each)	1,000	337.86	1,000	337.86
6 Equity Shares in World Fashion Trade LTD., Hongkong (having par value of \$ 1/- each)	709,000	478.14	709,000	478.14
Total (A)		<u>2,577.82</u>		<u>2,577.82</u>
B INVESTMENTS IN ASSOCIATES				
i. Equity Instrument at cost (Unquoted)				
1 Equity Shares of Rs. 10 each, fully paid in Bhartiya Urban Private Ltd (Earlier known as Bahrtiya City Developers Pvt. Ltd)	34,393,260	3,999.60	34,393,260	3,999.60
2 Equity Shares of Rs. 10 each, fully paid in Tada Mega Leather Cluster Pvt. Ltd.	5,000	0.50	5,000	0.50
Total (B)		<u>4,000.10</u>		<u>4,000.10</u>
Total (A+B)		<u>6,577.92</u>		<u>6,577.92</u>
Aggregate amount of unquoted Investments before impairment		<u>6,577.92</u>		<u>6,577.92</u>
Less: Provision for diminution in value of investment		1.83		1.83
Aggregate amount of unquoted Investments after impairment		<u>6,576.09</u>		<u>6,576.09</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**8. NON-CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Units(No.)	Amount	Units(No.)	Amount
A Investments in Mutual Funds (Unquoted)				
At Fair value through Profit and loss				
i) Reliance ETF Liquid BeES	1.093	0.01	1.061	0.01
TOTAL		<u>0.01</u>		<u>0.01</u>
Aggregate amount of unquoted Investments		0.01		0.01
Aggregate amount of impairment in Value of unquoted Investments		-		-

9. NON-CURRENT LOAN

Particulars	As at	
	31st March, 2020	31st March, 2019
(Unsecured & Considered Good)		
(a) Security and Other Deposits	81.08	69.69
(b) Loan to Employee	40.18	60.98
TOTAL	<u>121.26</u>	<u>130.67</u>

10. OTHER NON CURRENT FINANCIAL ASSETS

(Unsecured & Considered Good)		
(a) Other Advances	-	88.14
TOTAL	-	<u>88.14</u>

11. OTHER NON CURRENT ASSETS

(a) Capital Advances	54.88	91.62
(b) Security Deposits With Govt.Athourities	8.63	96.18
(c) Prepayment Lease Rent	4.79	524.93
TOTAL	<u>68.30</u>	<u>712.73</u>

12. INVENTORIES

(a) Raw Materials	27,538.91	27,338.77
(b) Raw Materials -In transit	141.64	80.98
(c) Stock-in-Progress	941.51	1,037.40
(d) Finished Goods	8,558.17	7,706.86
(e) Comsumable store	3,538.75	2,346.13
TOTAL	<u>40,718.98</u>	<u>38,510.14</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**13. CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Shares (No)	Amount	Shares (No)	Amount
a) Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Rayalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total		-		-
Aggregate amount of unquoted Investments		-		-

14. TRADE RECEIVABLES

Particulars	As at 31st March, 2020	As at 31st March, 2019
<i>(Unsecured, considered good)</i>		
(a) Trade Receivable	7,506.86	6,957.48
(b) Receivable from related parties <i>(refer no no. 55)</i>	233.67	170.33
TOTAL	<u>7,740.53</u>	<u>7,127.81</u>

15. CASH AND CASH EQUIVALENT

a) Balances with Banks		
In current accounts	1,348.25	877.12
In term deposit	2,251.46	427.69
b) Cash on Hand	25.69	14.72
TOTAL	<u>3,625.40</u>	<u>1,319.53</u>

16. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	1,158.33	791.84
b) Unpaid dividend accounts	8.53	8.65
TOTAL	<u>1,166.86</u>	<u>800.49</u>

16.1 Fixed deposits of Rs. 1158.33 Lacs (previous year Rs 791.84 Lacs) are pledged with the banks for various limits and facilities granted.

17. CURRENT LOAN

<i>(Unsecured & Considered Good)</i>		
(a) Security and Other Deposits	44.15	66.83
(b) Loans / Advances to related parties <i>(refer note no.55)</i>	-	83.99
(c) Loan to employee	154.41	137.10
TOTAL	<u>198.56</u>	<u>287.92</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**18. OTHER CURRENT FINANCIAL ASSETS****Rs. in Lakhs**

Particulars	As at	
	31st March, 2020	31st March, 2019
a) Export incentive receivable	1,471.69	1,363.68
b) Insurance claim receivable	132.57	125.23
c) Vat/ GST Receivable	1,138.90	2,125.96
d) Other Advance	0.18	-
e) Derivatives-foreign exchange forward contract	-	539.82
TOTAL	<u>2,743.34</u>	<u>4,154.69</u>

18.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the commissioner of customs (exports) with the Joint secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

19. OTHER CURRENT ASSETS

a) Advances with suppliers	2,204.17	1,261.78
b) Prepaid Expenses	269.45	240.84
c) Security Deposit with Govt. Authority	0.18	2.12
d) Other Advances	3.31	4.90
e) Prepayment lease rent	0.02	12.62
TOTAL	<u>2,477.13</u>	<u>1,522.26</u>

20. SHARE CAPITAL**Authorised Share Capital**

a) 20,000,000 (31st March, 2019: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00
b) 500,000 (31st March, 2019: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00
	<u>2,500.00</u>	<u>2,500.00</u>

Issued, Subscribed & Paid Up :

a) 12,201,869 (31st March, 2019: 12,194,174) Equity Shares of Rs.10/- each fully paid Up.	1,220.19	1,219.42
TOTAL	<u>1,220.19</u>	<u>1,219.42</u>

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	12,194,174	1,219.42	12,181,254	1,218.13
Shares Issued during the year	7,695	0.77	12,920	1.29
Shares outstanding at the end of the year	<u>12,201,869</u>	<u>1,220.19</u>	<u>12,194,174</u>	<u>1,219.42</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

20.2 The details of Shareholders holding more than 5% shares

Name of the Share holders	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	1,143,362	9.37	1,143,362	9.38
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.20
(c) Bhartiya Global Ventures Pvt. Ltd.	2,215,100	18.15	1,850,000	15.17
(d) Bhartiya Advisory Services Pvt. Ltd.	681,913	5.59	681,926	5.59
(e) TIMF Holdings	706,474	5.79	706,474	5.79
(f) Superfine Carpets Pvt.Ltd.	659,266	5.40	1,256,244	10.30

20.3 Shares Reserved for issue under options

Particulars	As at	As at
	31st March, 2020 No. of Shares	31st March, 2019 No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/- each, at an exercise price of Rs.50/- per share	91,823	99,518

20.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	31st	31st	31st	31st	31st
	March 2020	March 2019	March 2018	March 2017	March 2016
Shares issued during the period of five years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	7,695	12,920	40,309	27,097	-

20.5 The Company has only one class of equity shares having a par values of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

20.6 During the Year, the company has allotted 7,695 Equity share of Rs.10/- each fully paid to its employees under Employee Stock Option Plan (ESOP 2013).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

21. OTHER EQUITY

Particulars	Reserves and Surplus							Total
	Money Received against Share Warrants	Employee Stock Options Outstanding	Preferential Share Warrant Forfeited	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)	
Balance as at 31st March, 2018	390.75	246.81	535.00	7,737.38	2,998.51	12,313.80	(11.02)	24,211.23
Profit for the year	-	-	-	-	-	1,625.38	-	1,625.38
Other Comprehensive Income for the year	-	-	-	-	-	-	(7.71)	(7.71)
Securities Premium on issue of share	-	-	-	60.82	-	-	-	60.82
Employee Stock option reserve for the year	-	35.98	-	-	-	-	-	35.98
Transfer to Security premium on issue of share	-	(55.65)	-	-	-	-	-	(55.65)
Dividends & Dividends Distribution Tax	-	-	-	-	-	(177.69)	-	(177.69)
Preference Share Warrants Forfeited	(390.75)	-	390.75	-	-	-	-	-
Transfer from Retained Earning	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2019	-	227.14	925.75	7,798.20	3,198.51	13,561.49	(18.73)	25,692.36
Profit for the year	-	-	-	-	-	2,150.67	-	2,150.67
Other comprehensive Income for the year	-	-	-	-	-	-	30.31	30.31
Securities premium on issue of share	-	-	-	36.26	-	-	-	36.26
Employee Stock option reserve for the year	-	37.01	-	-	-	-	-	37.01
Transfer to Security premium on issue of share	-	(33.18)	-	-	-	-	-	(33.18)
Dividends & Dividends Distribution Tax	-	-	-	-	-	(176.75)	-	(176.75)
Transfer from Retained Earning	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2020	-	230.97	925.75	7,834.46	3,398.51	15,335.41	11.58	27,736.68

Component of other Equity

Securities Premium	Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.
General Reserve	Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

22. NON-CURRENT BORROWINGS

Rs. in Lakhs

Particulars	As at 31st March, 2020	As at 31st March, 2019
Secured		
- Term Loans from Banks	2,410.28	2,927.88
- Vehicle Loans from Banks	37.92	49.74
TOTAL	<u>2,448.20</u>	<u>2,977.62</u>

Nature of security and terms of repayment for long term secured borrowings:

Nature of Security	Terms of Repayment
22.1 Term Loans from HDFC Bank, balance outstanding amounting to Rs 161.77 lacs (March 31, 2019 Rs. 323.56 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Installment starting from December 2016. Last installment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.25 %)
22.2 Term Loans from HDFC Bank, subsequent disbursement , balance outstanding amounting to Rs 36.84 lacs (March 31, 2019 Rs. 73.68 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Installment starting from December 2016. Last installment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.25 %)
22.3 Term Loans from HDFC Bank, balance outstanding amounting to Rs 350.00 lacs (March 31, 2019 is Rs. 490.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Installment starting from Nov 2017. Last installment due in Aug 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.35 %)
22.4 Term Loans from HDFC Bank, balance outstanding amounting to Rs 1994.10 lacs (March 31, 2019 is Rs.2228.70 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Installment starting from Oct, 2018. Last installment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.35 %.)
22.5 Term Loans from HDFC Bank, balance outstanding amounting to Rs 128.69 lacs (March 31, 2019 is Rs. 180.17 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Installment starting from Feb 2018. Last installment due in Aug 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.40%)
22.6 Term Loan from Yes Bank, balance outstanding amounting to Rs. 258.40 lacs (March 31, 2019 Rs. nil lacs) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhara Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Installment starting from July 2019. Last installment due in April 2024. Rate of interest 10.35 % p.a. as at year end.
22.7 Term Loan from Yes Bank, balance outstanding amounting to Rs. 300.00 Lacs (March 31, 2019 Rs. 400.00) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhara Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Installment starting from June 2018. Last installment due in Mar 2023. Rate of interest 10.35 % p.a. as at year end (previous year - 10.50 %)
22.8 Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

23. OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2020	As at 31st March, 2019
OTHER NON CURRENT FINANCIAL LIABILITIES		
(a) Security Deposit with related parties	78.67	153.18
(b) Lease Liability	340.18	-
TOTAL	<u>418.85</u>	<u>153.18</u>

24. NON-CURRENT PROVISION

(a) Provision for Employees Benefit	40.37	106.87
TOTAL	<u>40.37</u>	<u>106.87</u>

25. OTHER NON-CURRENT LIABILITY

(a) Government Grant	25.63	27.71
(b) Advance Lease Rent	83.71	0.12
TOTAL	<u>109.34</u>	<u>27.83</u>

26. DEFERRED TAX LIABILITY**a) Deferred Tax Liabilities**

Related to Fixed Assets	573.01	1,005.45
TOTAL	<u>573.01</u>	<u>1,005.45</u>

27. CURRENT BORROWING**Secured**

- Working Capital Loans From Banks	35,926.80	30,348.91
- Year-End Exchange Fluctuation	1,306.46	-
TOTAL	<u>37,233.26</u>	<u>30,348.91</u>

27.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.

28. TRADE PAYABLE

(a) Acceptances	260.51	-
(b) Payable to others than Micro and small Enterprises	1,818.11	5,498.02
(c) Payable to Related Parties	1,503.87	1,429.56
<i>(refer note no 55)</i>		
(d) Payable to Micro and Small Enterprises	748.14	932.37
TOTAL	<u>4,330.63</u>	<u>7,859.95</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs****Due to Micro and Small Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) The principal amount remaining unpaid to any supplier at the end of the year	748.14	932.37
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

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

29. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Current maturities of Long -Term debt	807.03	744.56
(b) Interest Accrued	124.92	101.67
(c) Unpaid Dividend	8.53	8.65
(d) Due to Employee	249.18	312.65
(e) Expenses Payable	111.87	382.50
(f) Statutory Dues Payable	106.40	151.99
(g) Capital Creditors	9.20	85.40
(h) Other Payable	13.65	22.25
(i) Derivatives-Foreign Exchange Forward Contract	403.68	-
(j) Lease Liability	79.24	-
TOTAL	<u>1,913.70</u>	<u>1,809.67</u>

30. PROVISIONS

(a) Provision for Employees Benefits	160.09	122.84
TOTAL	<u>160.09</u>	<u>122.84</u>

31. OTHER CURRENT LIABILITIES

(a) Advance from Customer	217.62	517.23
(b) Advance Lease Rent	-	7.99
TOTAL	<u>217.62</u>	<u>525.22</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

32. REVENUE FROM OPERATIONS

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Sales of products		
(a) Manufactured Goods	54,041.28	55,825.38
(b) Stock-in-trade	377.03	1,546.21
Sales of Services	154.61	321.38
Other Operating Revenues		
(a) Export Incentives	3,306.99	3,516.30
(b) Foreign Exchange Gain	(412.43)	(279.65)
TOTAL	57,467.48	60,929.62

32.1 Reconciliation of revenue recognised in statement of Profit and Loss with contracted price

Revenue as per contracted price	54,690.17	57,782.73
Less: Discount, rebates etc.	117.25	89.76
Total Revenue from contract with customers	54,572.92	57,692.97

32.2 Revenue by location of customers

India	3,824.76	5,654.40
Outside India	50,748.16	52,038.57
Total Revenue from contract with customers	54,572.92	57,692.97

33. OTHER INCOME

(a) Interest Income from loan & advances	12.88	26.11
(b) Dividend Income from current investment	-	0.01
(c) Other non operating income		
- Profit on sale of Current Investments(Net)	-	45.80
- Rental Income	288.72	326.38
- Profit on sale of Property, Plant & Equipment	1.51	0.40
- Other Income	5.74	14.05
TOTAL	308.85	412.75

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs****34. COST OF MATERIALS CONSUMED**

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Opening Stock	30,803.29	26,416.25
Add : Purchases	33,555.31	38,478.18
	64,358.60	64,894.43
Less : Closing Stock	32,160.81	30,803.29
TOTAL	<u>32,197.79</u>	<u>34,091.14</u>

35. CHANGE IN INVENTORIES OF FINISHED GOODS

(a) Opening Stock	7,706.86	6,292.32
(b) Closing Stock	8,558.17	7,706.86
Decrease/(Increase)	<u>(851.31)</u>	<u>(1,414.54)</u>

36. EMPLOYEE BENEFIT EXPENSES

(a) Salary & Allowances	3,637.75	3,354.90
(b) Contribution to Provident & Other fund	250.35	233.67
(c) Staff Welfare Expenses	157.67	137.95
(d) Employee Stock Option Plan	37.01	35.98
TOTAL	<u>4,082.78</u>	<u>3,762.50</u>

37. FINANCE COST

(a) Interest Expense- Net	1,676.02	2,231.52
(b) Borrowing Cost	224.69	392.40
(c) Exchange difference regarded as an adjustment to borrowing cost	395.71	252.80
TOTAL	<u>2,296.42</u>	<u>2,876.72</u>

38. DEPRECIATION AND AMORTISATION

(a) Depreciation on Property Plant and Equipment	682.65	610.49
(b) Amortisation on Intangible Assets	75.50	71.19
(c) Depreciation on Investment Property	10.91	10.91
(d) Amortisation on Right of Use Assets	104.10	-
TOTAL	<u>873.16</u>	<u>692.59</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

39. OTHER EXPENSES

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
(I) Manufacturing Expenses		
(a) Fabrication Charges	11,066.33	11,355.55
(b) Other Manufacturing Expenses	382.76	398.02
(c) Freight & Cartage	100.18	136.86
(II) Selling & Administrative Expenses		
(a) Legal And Professional Charges	675.89	496.84
(b) Power & Fuel	183.31	179.53
(c) Bank Charges	408.70	250.63
(d) Repair & Maintenance		
- Building	50.62	67.78
- Plant & Machinery	68.47	77.46
- Others	500.87	446.83
(e) Communication	68.32	73.64
(f) Rates Taxes & Duties	26.82	24.99
(g) Insurance	70.01	53.31
(h) Rent	80.22	168.45
(i) Travelling & Conveyence	952.73	1,083.60
(j) Freight on Exports	731.58	887.00
(k) Commission, Brokerage & Discount	369.81	868.35
(l) Loss on Sale /Discard of Property, Plant & Equipment	-	0.17
(m) Misc. Expenses	476.28	413.66
(n) Expenditure towards CSR activites	39.88	9.97
(o) Directors Meeting Fees	2.58	0.99
(p) Packing Expenses	113.75	349.63
(q) Bad Debts	-	128.05
TOTAL	<u>16,369.11</u>	<u>17,471.31</u>

40. TAX EXPENSES**I) Current Tax**

Current Tax on taxable income for the year	792.32	541.88
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II) Deferred Tax

Relating to origination and reversal of temporary differences	(442.88)	324.21
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Income tax expenses reported in statement of profit and loss	<u>349.44</u>	<u>866.09</u>
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Effective Income Tax Rate	13.98%	34.76%
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NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

- 40.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Accounting profit before tax	2,500.11	2,491.47
Statutory Income Tax Rate (%)	25.17	34.94
Computed tax expenses	629.23	870.63
Impact of adoption of New Tax regime under section 115BAA (Refer Note No. 40.3)	(273.42)	-
Tax in respect of earlier years	-	3.47
Long term capital gain exempt from taxation	-	(16.00)
Income exempt from taxation	-	-
Deduction under section 24 of income tax act	(19.36)	(29.62)
Non-Deductible expenses for tax purpose	12.99	37.61
Income Tax charge to statement of profit and loss account	<u>349.44</u>	<u>866.09</u>

- 40.2 Deferred Tax Assets /(Liability)

Opening balance	(1,005.45)	(685.39)
Add: Deferred Tax charged/ (credited) to profit & loss account during the year	442.88	(324.20)
Add: Deferred Tax charged/ (credited) to Other Comprehensive Income during the year	(10.44)	4.14
Closing Balance	<u>(573.01)</u>	<u>(1,005.45)</u>

- 40.3 The Company had elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance Act, 2019. Accordingly, the companies had recognised provision for taxation and re-measured its deferred tax liabilities basis the rate prescribed in the said section and the impact of tax expense of current year and re-measurement of deferred tax liabilities is recognised in these financial statements.

41. CONTINGENT LIABILITIES

Particulars	As at 31st March, 2020	As at 31st March, 2019
i) Letter of Credit / Import Bills outstanding -	405.71	834.69
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	8,962.63	9,257.58
- World Fashion Trade Ltd.	-	242.06
iii) Other Guarantee given by bank -with Corporation Bank	-	20.85
iv) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia & World Fashion Trade Ltd.	416.40	388.40
v) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	-	525.32

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

42. CAPITAL AND OTHER COMMITMENTS

Particulars	As at 31st March, 2020	As at 31st March, 2019
i) Estimated value of contract remaining to be executed on capital Account and not provided for	-	173.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	-	12.22

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	186.03	178.47
b) Employees State Insurance Corporation	1.83	2.77

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) **The principal assumptions used for the purposes of the actuarial valuations were as follows:**

Principal Assumptions	Gratuity	
	As at 31st March, 2020	As at 31st March, 2019
Expected return on plan assets	6.60%	7.69%
Discount rate	6.60%	7.69%
Salary increase rate	3% for two year and 6% thereafter	6.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2012-14)	IALM (2006-08)

ii) **Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:**

Particulars	Gratuity	
	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Current Service Cost	55.38	45.64
Net Interest Expenses	7.06	6.80
Past Service Cost	-	-
Components of defined benefit costs recognised in profit or Loss	62.44	52.44
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	(43.71)	13.81
Return On Plan Assets	2.96	(1.96)
Net (Income)/Expenses for the year ended recognized in OCI	(40.75)	11.85

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation

Particulars	Gratuity	
	As at 31st March, 2020	As at 31st March, 2019
Present Value of Defined Benefit Obligation	361.59	361.47
Fair Value of Plan Asset	(321.22)	(254.60)
Net Liability arising from Defined Benefit Obligation	40.37	106.87

iv) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Opening Defined Obligation	361.46	311.21
Interest Cost	7.06	24.52
Current Service Cost	55.38	45.64
Past Service Cost	-	-
Benefits Paid Directly by the Employer	(38.20)	(33.72)
Actuarial (gains)/ Losses	(43.71)	13.81
Closing Defined Benefit Obligation	341.99	361.46

v) Movements in the Fair Value of the Plan Assets are as follows:

Opening fair Value of Plan Assets *	254.60	224.92
Interest Income	19.58	17.72
Contribution by the Employer	88.20	10.00
Return On Plan Assets Excluding Interest Income	(41.16)	1.96
Closing fair Value of Plan Assets	321.22	254.60

*** Fund managed by the approved insurance company Kotak Life Insurance**

Investment With Insurer	100.00%	100.00%
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Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2020 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 0.50% on Defined benefit obligations	(348.49)	375.59
Effect of Increase/decrease in salary escalation by 0.50% on Defined benefit obligations	371.91	(351.39)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(23.39)	26.78
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	24.24	(22.15)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

44. EARNING PER SHARE

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2020
Profit/(loss) for the year	2,150.67	1,625.38
No. of share at the beginning of the year (A)	12,194,174	12,181,254
Equity allotted during the year	7,695	12,920
Weighted average shares (B)	3,345	3,673
Weighted average shares outstanding (nos.) (A+B)	12,197,519	12,184,927
Effect of diluted number of share		
Add:- Employee stock option plan	43,690	44,551
Add:- Convertible preferential share warrant	-	40,274
Weighted average number of equity share for diluted earning per share	12,241,209	12,269,752
Basic earning per share	17.63	13.34
Diluted earning per share	17.57	13.25

45. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

46. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January, 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

The details of the ESOPs granted so far are provided below:

Grant Date	April 5, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	April 05, 2019	April 05, 2020	April 05, 2021	April 05, 2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant Date	February 03, 2018			
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	February 03, 2019	February 03, 2020	February 03, 2021	February 03, 2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant Date	December 31, 2015		
Vesting tranche	Vesting I	Vesting II	Vesting III
Vesting date	December 31, 2016	December 31, 2017	December 31, 2018
%age of vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	September 16, 2015		
Vesting tranche	Vesting I	Vesting II	Vesting III
Vesting date	September 16, 2016	September 16, 2017	September 16, 2018
%age of vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	January 28, 2014	
Vesting tranche	Vesting I	Vesting II
Vesting date	1st February, 2015	1st March, 2015
%age of vesting	50	50
Exercise Price (in Rs.)	156	156

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2020 is as under:

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Number of options outstanding at the beginning of the period	99,518.00	93,004.00
Number of options granted during the year	-	30,000.00
Number of options forfeited / lapsed during the year	-	10,566.00
Number of options vested during the year	11,000.00	38,484.00
Number of options exercised during the year	7,695.00	12,920.00
Number of shares arising as a result of exercise of options	7,695.00	12,920.00
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 3,84,750	Rs. 6,46,000
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	91,823.00	99,518.00
Number of options exercisable at the end of the year	45,823.00	42,518.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	Rs. in Lakhs			
	September 16, 2015	December 31, 2015	February 03, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

47. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at	
	31st March, 2020	31st March, 2019
(a) Gross amount required to be spent	46.25	44.91
(b) Amount spent:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	39.88	9.97
(c) Administrative Expenses	-	-

48. SEGMENT REPORTING DISCLOSURE

The company primarily operates in the Fashion apparels and accessories segment. The Fashion apparels and accessories segment includes Leather products, Textiles products and intermediaries .

As defined in Ind AS 108, the chief operating decision maker (CODM), evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 "Operating Segments".

49. PAYMENT TO AUDITOR (INCLUDED IN LEGAL AND PROFESSIONAL CHARGES)

Audit Fees	11.50	10.00
Limited Review	4.50	4.50
Reimbursement of Expenses	1.50	1.50
Certification	0.42	0.40

50. EXPENSES CAPITALISED DURING THE YEAR

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries, Allowances and bonus	-	159.00
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51. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following methods and assumptions were used to estimate the fair values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2020			
	Carrying Amount	Level of input used in		
	Level 1	Level 2	Level 3	
Financial Assets				
At Amortised Cost				
Trade Receivable	7,740.53	-	-	7,740.53
Cash & cash equivalents	3,625.40	-	-	3,625.40
Other bank balance	1,166.86	-	-	1,166.86
Loans	319.82	-	-	319.82
Other financial assets	2,743.34	-	-	2,743.34
At FVTPL				
Investments	0.01	0.01	-	-
Other financial assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	40,488.49	-	-	40,488.49
Trade payables	4,330.63	-	-	4,330.63
Other financial liabilities	1,928.87	-	-	1,928.87
At FVTPL				
Other financial liabilities	403.68	-	403.68	-
Particulars	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	7,127.81	-	-	7,127.81
Cash & cash equivalents	1,319.53	-	-	1,319.53
Other bank balance	800.49	-	-	800.49
Loans	418.59	-	-	418.59
Other financial assets	3,703.01	-	-	3,703.01
At FVTPL				
Investments	0.01	0.01	-	-
Other financial assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	34,071.09	-	-	34,071.09
Trade payables	7,859.95	-	-	7,859.95
Other financial liabilities	1,218.29	-	-	1,218.29
At FVTPL				
Other financial liabilities	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

52. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31st March, 2020	As at 31st March, 2019
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 22, 27 & 29)	40,488.49	34,071.09
Less: Cash and cash equivalents (Note 15)	3,625.40	1,319.53
Net Debt	36,863.09	32,751.56
Equity Share Capital	1,220.19	1,219.42
Other Equity	27,736.68	25,692.36
Total Capital	28,956.87	26,911.78
Capital and Net Debt	65,819.96	59,663.34
Gearing Ratio	56.01%	54.89%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2020 and 31st March, 2019.

53. FINANCIAL RISK MANAGEMENT

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
Not Due	5,341.04	3,132.54
Less than 6 month	1,949.16	3,644.55
More than 6 month	450.33	350.71

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2020			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	38,040.29	1,627.10	821.10	40,488.49
Trade Payable	4,330.63	-	-	4,330.63
Other Financial Liabilities	1,633.87	177.40	117.60	1,928.87

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	31,093.47	1,931.13	1,046.49	34,071.09
Trade Payable	7,859.95	-	-	7,859.95
Other Financial Liabilities	1,218.29	-	-	1,218.29

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to Interest Rate Risk

Particulars	Rs. in Lakhs	
	As at 31st March, 2020	As at 31st March, 2019
Total Borrowings	40,488.49	34,071.09
% of Borrowings out of above bearing variable rate of interest	91.96%	89.08%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	339.51	334.17
100 bp decrease would Increase the profit before tax by	339.51	334.17

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	91.73	463.10	42.33	359.35
EURO	19.50	215.97	2.87	162.66
GBP	30.44	69.91	41.68	53.26
HKD	0.22	0.58	0.01	0.29

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	347.01	(347.01)	146.37	(146.37)
EURO	81.20	(81.20)	11.16	(11.16)
GBP	142.99	(142.99)	187.97	(187.97)
HKD	0.11	(0.11)	-	-
Foreign Currency Monetary Liabilities				
USD	(1,751.68)	1,751.68	(1,242.62)	1,242.62
EURO	(899.19)	899.19	(631.77)	631.77
GBP	(328.37)	328.37	(240.26)	240.26
HKD	(0.28)	0.28	(0.13)	0.13
Impact on Profit or Loss as at the end of reporting year	(2,408.21)	2,408.21	(1,769.28)	1,769.28

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Disclosure Regarding Derivative Instruments.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following are outstanding forward contracts.

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Currency	Foreign Currency Lacs	Currency	Foreign Currency Lacs
Forwards Contracts	USD	105.00	USD	83.50
	EURO	17.00	EURO	22.50
	GBP	40.50	GBP	30.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

54. TRANSITION TO IND AS 116 'LEASES'

The Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified Ind AS 116 Leases ('Ind AS 116') which replaces the existing lease standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for recognition, measurement, presentation and disclosure of leases for both lessees and lessors.

Effective 1st April, 2019, the Company has adopted Ind AS 116 – 'Leases' and applied the standard to all lease contracts existing on 1st April, 2019 using the modified retrospective method. The Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019.

The Company has elected below practical expedients on transition to Ind AS 116

- i) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- ii) Applied the exemption not to recognise right of use assets and lease liabilities with less than 12 months of lease term on the date of initial application.
- iii) Excluded the initial direct costs from the measurement of right of use asset at the date of initial application.
- iv) Elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the Company relied on its assessment made applying Ind AS 17 Leases.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

- v) The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standards to its leases, prospectively, applying the standards on initial application without making any adjustment to opening balance of retained earnings.
- vi) The Company has elected not to apply the requirements of Ind AS 116 to short term leases of all the assets that have a lease term of twelve months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight line basis over the lease term.
- vii) The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 9%.

A) Leases as lessee

i) The movement in Lease liabilities during the year

Particulars	As at 31st March, 2020
Opening Balance	-
Balance as at 1st April, 2019 (On adoption of IND AS -116)	460.62
Addition during the year	20.75
Finance Costs incurred during the year	39.10
Payment of lease Liabilities	(101.04)
Balance as at 31st March, 2020	<u>419.43</u>

ii) The carrying value of the Rights-of-use and depreciation charged during the year

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, kindly refer note -4.2 "Right of use assets".

(iii) Amounts recognised in Statement of Cash Flows

Total Cash out flow for Leases	(101.04)
--------------------------------	-----------------

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

(iv) Maturity Analysis of Lease Liabilities

Particulars	As at 31st March, 2020
Maturity Analysis of contractual undiscounted Cash Flows	
Less than one year	113.66
One to five years	239.89
More than five years	253.80
Total undiscounted Lease Liability	
Balances of Lease Liabilities	
Non Current Lease Liability	340.18
Current Lease Liability	79.24
Total Lease Liability	<u>419.42</u>

55. RELATED PARTY DISCLOSURES AS PER IND AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Subsidiary Companies :		
Bhartiya Global Marketing Ltd.	India	100%
J&J Leather Enterprises Ltd.	India	100%
Bhartiya International SEZ Ltd	India	88.95%
Bhartiya Fashion Retail Ltd.	India	100%
Bhartiya Urban Infrastructure Ltd.	India	100%
World Fashion Trade Ltd	Mauritius	100%
Ultima S.A.	Switzerland	100%
Ultima Italia SRL	Italy	100%
Design Industry Ltd.	Hongkong	100%
Design Industry China Ltd.	China	100%
ii) Associate parties :		
Bhartiya Urban Pvt. Ltd. (Bhartiya City Developers Pvt. Ltd.)	India	37%
Tada Mega Leather Cluster Pvt Ltd.	India	50%
iii) Executive Directors:		
Manoj Khattar		Whole Time Director
Snehdeep Aggarwal		Managing Director (till date 31.05.2019)
iv) Non-Executive Directors		
Snehdeep Aggarwal		Director (w.e.f 0.1.06.2019)
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Robert Burton Moore Jr		Director
v) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt Ltd.		
vi) Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme		Post Employment Benefit Plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2019-20	2018-19
b) Transactions during the year with related parties :		
1. Sales		
Ultima S.A.	3,985.98	3,011.93
Design Industry Ltd.	45.83	2,634.77
J&J Leather Enterprises Ltd.	70.20	21.83
Bhartiya Urban Pvt. Ltd. (Formerly known as Bhartiya City Developers Pvt. Ltd.)	-	0.75
Ultima Italia SRL	-	8.53
2. Other Income		
Ultima S.A.	138.01	313.79
World Fashion Trade Ltd	-	1.23
3. Purchase / Job Work		
Ultima Italia SRL	-	2.03
J & J Leather Enterprises Ltd	2,011.30	1,686.93
Design Industry China Ltd.	7.65	20.95
4. Salaries		
Snehdeep Aggarwal	10.00	18.40
Jaspal Sethi	-	3.80
A.k.Gadhok	-	0.31
Manoj Khattar	97.29	66.06
5. Lease Rent / Rent Paid		
Bhartiya Global Marketing Ltd.	1.00	1.00
J & J Leather Enterprises Ltd	24.00	12.00
6. Commission Expenses		
Ultima Italia SRL	-	398.58
World Fashion Trade Ltd	-	93.93
7. Lease Rent Received		
Bhartiya Urban Pvt. Ltd. (Formerly known as Bhartiya City Developers Pvt. Ltd.)	234.35	264.53
Parushni Interior Designs Pvt Ltd	18.00	18.00
8. Service Charges Paid		
Bhartiya International SEZ Ltd.	37.50	35.15
Bhartiya Fashion Retail Ltd.	10.00	30.51

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2019-20	2018-19
9. Other Expenses		
Bhartiya International SEZ Ltd.	-	0.25
10. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	4.25	5.00
Robert Burton Moore Jr	89.75	89.95
11. Purchase of Fixed Asset		
Parushni Interior Designs Pvt Ltd.	-	3.78
12. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.56	0.23
Sandeep Seth	0.75	0.30
Shashank	0.63	0.30
A. Sahasranaman	0.36	0.08
Annapurna Dixit	0.25	0.06
13. Contribution to Gratuity Trust		
Bhartiya International Ltd Employees Group Gratuity Scheme	50.00	10.00
c) Balances Outstanding at the Year End:		
1. Loan Given		
Bhartiya Fashion Retail Ltd.	-	12.00
2. Advance Paid		
Ultima S.A.	11.50	11.50
Bhartiya Urban Pvt. Ltd. (Bhartiya City Developers Pvt. Ltd.)	22.11	60.49
3. Advance with suppliers		
J & J Leather Enterprises Ltd.	630	42.74
Design Industry China Ltd.	1.12	0.41
Ultima S.A.	148.05	-
4. Trade Receivable		
Designs Industry Ltd.	19.54	2.78
Ultima S.A.	212.69	166.21
Ultima Italia SRL	1.44	1.34
5. Security Deposit (Paid)		
Bhartiya Global Marketing Ltd.	5.00	5.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2019-20	2018-19
6. Trade Payables		
Bhartiya International SEZ Ltd.	11.85	37.94
Ultima Italia SRL	1,488.47	1,388.38
World Fashion Trade Ltd.	3.55	3.24
7. Expenses/Others Payables		
Itopia Management services(India) Pvt. Ltd.	-	-
Bhartiya Global Marketing Ltd.	-	0.18
Bhartiya Fashion Retail Ltd.	-	2.80
8. Security Deposit (Received)		
Bhartiya Urban Pvt. Ltd. (Bhartiya City Developers Pvt. Ltd.)	159.79	159.79
Parushni Interior Designs Pvt Ltd.	1.50	1.50
9. Advance For Supplies		
Ultima S.A.	-	371.92
10. Standby Letter of Credit (SBLC) Issued by Company Bankers		
World Fashion Trade Ltd.	-	242.06
Ultima S.A.	8,962.63	9,257.58
11. Corporate Guarantee given by Company		
World Fashion Trade,Ultima Italia SRL and Ultima S.A.	416.40	388.40

56. COVID-19 ASSESSMENT

The COVID-19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of all plants and offices following nationwide lockdown by the Government of India. The Company has resumed operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial statements as at 31st March, 2020. However, for the first quarter of F.Y. 2020-21, being lockdown months, the revenues and profitability of the company are likely to be adversely impacted and since the business situation is very dynamic, the company is closely monitoring it. However, the assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration, accordingly the impact may be different from that estimated now.

As per our report of even date attached

For K A S G & CO.

Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma

Partner
Mem. No. 075701

Gurugram, 29th June, 2020

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board

Manoj Khattar

Whole Time Director
DIN: 00694981

Ramesh Bhatia

Director
DIN: 0052320

AOC-1

Pursuant to Proviso to Sub-Section 3 of Section 129 with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of Financial Statement of Subsidiaries/Associates Companies/Joint Ventures

PART-A: SUBSIDIARIES

Name of Subsidiary	Financial Year Ended	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding Share capital & Reserves & Surplus)	Investments	Turnover	Profit / Loss before Taxation	Provision for Taxation	Profit / Loss after Taxation	% of Share holding
Bhartiya Global Marketing Ltd.	31st March, 2020	INR (lacs)	499.90	(102.87)	404.10	7.07	322.68	0.00	(0.62)	3.23	(3.85)	100.00
J&J Leather Enterprises Ltd.	31st March, 2020	INR (lacs)	207.50	313.73	2270.73	1749.50	35.00	1942.30	1.05	9.71	(8.66)	100.00
Bhartiya International SEZ Ltd.	31st March, 2020	INR (lacs)	1356.92	(26.48)	1343.70	13.25	-	37.50	(14.65)	-	(14.65)	88.95
Bhartiya Urban Infrastructure Ltd.	31st March, 2020	INR (lacs)	5.00	(2.09)	2.97	0.06	-	0.50	(0.01)	0.01	(0.02)	100.00
Bhartiya Fashion Retail Ltd.	31st March, 2020	INR (lacs)	50.00	(44.42)	6.81	1.22	-	10.00	4.58	-	4.58	100.00
Ultima S. A	31st March, 2020	CHF	1000000.00	6759031.94	17147701.39	9388669.45	2480930.00	21927151.57	547876.98	63512.50	484364.48	100.00
Design Industry Ltd.	31st March, 2020	HK\$	1000000.00	2675167.00	18390250.00	15615083.00	-	77688933.00	959185.00	0.00	959185.00	100.00
Design Industry China Ltd.,	31st March, 2020	RMB/Yuan	2000000.00	(569920.44)	1102458.83	1472379.27	-	4834500.70	962657.05	0.00	962657.05	100.00
Ultima Italia SRL	31st March, 2020	EURO	2000000.00	202756.00	4145195.00	1942439.00	-	2351169.00	34396.00	28480.00	5916.00	100.00
World Fashion Trade Ltd.	31st March, 2020	HK\$	5480570.00	(6465080.00)	2444284.00	3428794.00	-	2343545.00	60089.00	0.00	60089.00	100.00

	CHF	HK\$	Euro	RMB Yuan
Exchange rate for Balance Sheet items (except shares capital figures which are stated at invested value)	78.5	9.77	83.28	10.62
Exchange rate for Profit and Loss	71.93	9.07	78.58	10.18

PART-B: ASSOCIATES AND JOINT VENTURES
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures
(Rs. in Lakhs)

Name Of Associates and Joint Ventures	Last Audited Balance Sheet Date	Share of Associate /Joint Venture held by the company as on year end		Description of Significant Influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the Year		
		No.	Amount of Investment in Associate/ Joint venture				Extent of Holding	Considered in Consolidation	Not Considered in Consolidation
Bhartiya Urban Pvt Ltd	31st March, 2020	34393260	3999.60	36.77%	Voting Power	Not Applicable	4,642.55	(348.68)	-
Tada Mega Leather Clustrer Pvt. Ltd.	31st March, 2020	5000	0.05	50.00%	Voting Power	Not Applicable	(1.54)	-	-

BHARTIYA

Bhartiya International Limited

Registered Office Address:

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email: shares@bhartiya.com

Head Office Address:

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Mandi Road (Mehrauli), New Delhi - 110 030. INDIA
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REPORT

ANNUAL

2018-2019

Design-led.

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FROM THE CHAIRMAN



It is a matter of pride to share that we continue to remain the largest leather outerwear company in the world. We partner most of the premium to luxury brands in this segment. Focus on Design and Product gives us a great advantage in capturing more and more market share. While we continue to grow in this segment, our focus in the next years is to grow the other verticals of textile outerwear, accessories and textile apparel. To be a partner of choice for global brands in Apparel and Accessories.

Another area of focus currently is to further enhance manufacturing excellence and efficiencies in our units. Typically, large scale manufacturing units in South East Asian countries like China, Vietnam, Indonesia have been much ahead of Indian manufacturing. We are creating new teams and investing in technology. The goal is to be at par with the best.

One of the newer challenges in the global supply chain of fashion industry is speed to market. With communication revolution, trends change very fast. Your company has also developed a vertically integrated structure of market research, design, manufacturing and raw material supply chain to be able to meet this challenge. Global retailers and brands appreciate this strength and are developing long-term partnerships with us.

The area of sustainability is no longer a choice. Brands are becoming more and more conscious of the necessity of saving natural resources and reducing negative impact on the environment; end consumers want a cleaner and better world for future generations. Consequently, the world players in fashion industry have embarked on a journey to achieve product sustainability with 2020 being phase one of this transformation. As a responsible partner, we have taken initiatives towards sustainable manufacturing methods, utilization of recycled/sustainable fabrics, energy conservation and a safer environment for all.

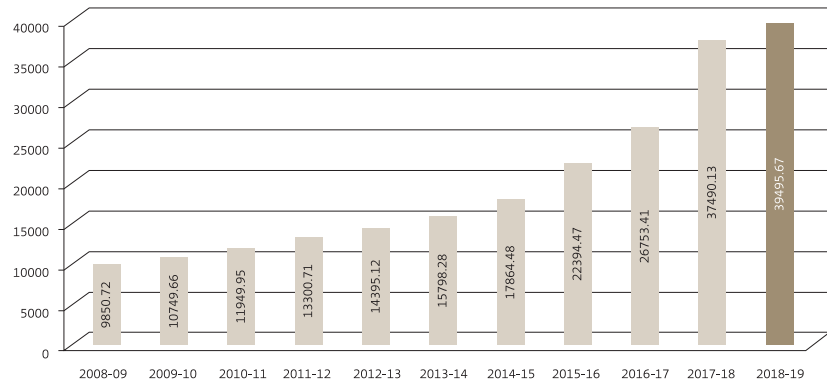
Development of Human Resource has been our mainstay. We continue to invest in building strong teams and leadership to make Bhartiya an organization of choice.

I would like to thank all stakeholders for their continued support.

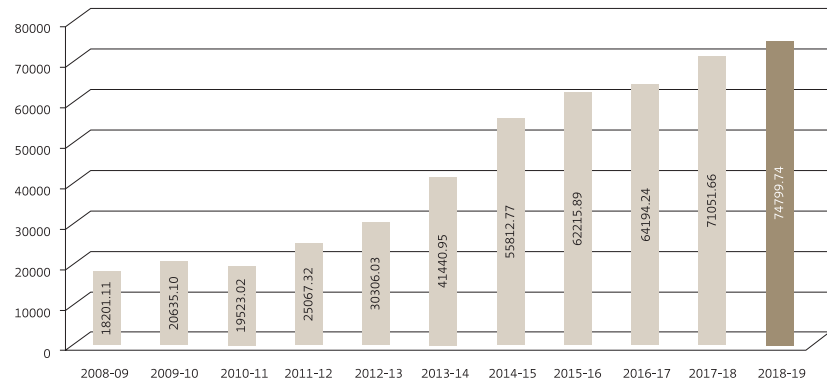
– Snehdeep Aggarwal –

PERFORMANCE HIGHLIGHTS

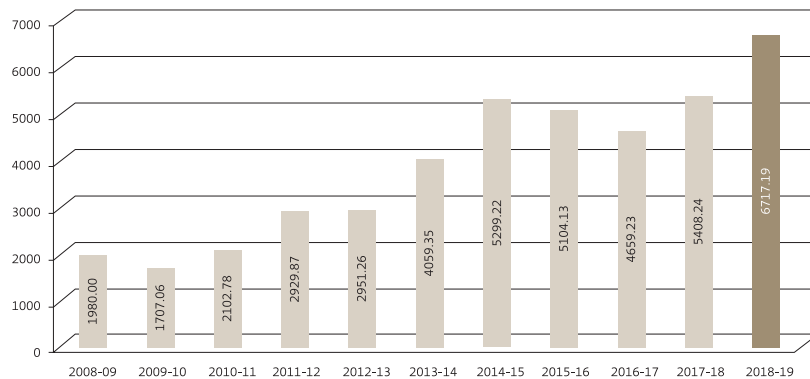
Net Worth (Rs. in Lacs)



Turnover (Rs. in Lacs)



EBITDA (Rs. in Lacs)



BOARD OF DIRECTORS

DIRECTORS

SNEHDEEP AGGARWAL
Chairman

MANOJ KHATTAR
Whole Time Director

RAMESH BHATIA
Director

NIKHIL AGGARWAL
Director

ROBERT BURTON MOORE JR.
Director

SHASHANK
Independent Director

A. SAHASRANAMAN
Independent Director

C. L. HANDA
Independent Director

SANDEEP SETH
Independent Director

ANNAPURNA DIXIT
Independent Director

RAJ KUMAR CHAWLA
Chief Financial Officer

SHILPA BUDHIA
Company Secretary

AUDITORS

KASG & Co., Gurugram

BANKERS

State Bank of India

Corporation Bank

IDBI Bank

HDFC Bank

Indusind Bank

CTBC Bank

Kotak Mahindra Bank

DBS Bank Ltd.

Axis Bank

Yes Bank

DELHI

Bhartiya International Ltd.
E-52, New Manglapuri,
Mandi Road (Mehrauli),
New Delhi – 110 030 (India)

GURUGRAM

Bhartiya International Ltd.
Plot No. 38, Sector – 44,
Gurugram – 122 003, Haryana (India)

BENGALURU

Bhartiya International Ltd.
27/2, Gottigere, Bannerghatta Road,
Bengaluru – 560 083 (India)

CHENNAI

Bhartiya International Ltd.
56/7, Nallambakkam Village,
Via-Vandalur,
Chennai – 600 048 (India)

TADA

Bhartiya International Ltd.
APIIC Industrial Park, Konderu Village, Tada
Mandal, SPSR Nellore Dist.,
Andhra Pradesh - 524 401

ITALY

Ultima Italia SRL
Via Vincenzo Monti, 21,
20123 Milano (MI), Italy

HONGKONG

World Fashion Trade Ltd.
Unit 609, 6/F, Hong Kong Plaza,
188, Connaught Road West,
Hong Kong

Design Industry Ltd.

Room 1104, Crawford House,
70 Queen's Road, Central,
Hong Kong

SWITZERLAND

Ultima SA
Avenue J. J. Rousseau 7,
CH – 2001 Neuchatel,
Switzerland

CHINA

World Fashion Trade Ltd.
Room 407, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China - Post Code: 310 008

Design Industry China Ltd.

Room 407-1, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China – Post Code: 310 008

MANAGEMENT DISCUSSION & ANALYSIS



Bhartiya International started as a leather outerwear company and has now evolved into a global conglomerate. It currently operates five major businesses: Leather Garments, Textile Outerwear, Fashion Accessories, Finished Leather and Virtual Manufacturing. It is a vertically integrated company supported by the state of the art Tannery.

Bhartiya Fashion is known for latest designs with design and sampling facilities at Global fashion hub Milan, Hangzhou, Gurugram, Chennai, and Bengaluru. Bhartiya has manufacturing operations in India, Bangladesh, and China. Quality production, short lead times and sustainability are few of key drivers of the business and is led by experienced industry leaders in all businesses.

Bhartiya has a strong leadership team from around the globe. Business is run professionally with each division having it's own Business Head and dedicated supporting team.



LEATHER GARMENTS

We are the largest leather garment manufacturer in India and continue to grow even bigger. This year, the key focus has been on sustainability and new product development. Our manufacturing units are following strict guidelines for sustainability and compliance requirements.

Design teams continue to innovate new products: leather skirts, shearling jackets and leather pants. Dedicated merchandizing teams, sampling facility, production lines and factories have been established for best brands and high-street retailers for many years. There is a dedicated effort to modernize the existing production facility with latest technology machines and techniques. The manufacturing facilities are in Bengaluru and design offices in Gurugram and Milan.



FASHION ACCESSORIES

With a vision of producing high quality leather and non-leather accessories in India, our accessories business has grown in past years. This year, the accessories business is expected to be a major contributor to the total revenue, as the business is able to capture some world class high fashion bag retailers as customers. The business is focused on design led quality products. In this respect, we have launched a dedicated world-class sampling and product development facility. There is constant effort towards skill enhancement of workers to produce high quality product which is even better than product made by Europe manufacturing entities. We have added manufacturing specialist in the existing team to achieve better efficiency and quality.



TEXTILE OUTERWEAR

Textile Outerwear business is able to make it's mark and now there are global brands which are working with the division on sustainable model. We are in the process of enhancing the existing manufacturing capability by investing in highly skilled people. The business is producing the highest quality products for global customers. Capitalizing on our leather relationship with global brands, the business is expanding rapidly.

The business has specialized designers in Milan and Bengaluru.

We have access to the latest trend in the fashion market and our international designers continue to surprise our customers with their excellent designs.



FINISHED LEATHER

Bhartiya has a dedicated leather tannery in Chennai, which can process 15,000 skins each day. This upstream integration enables Bhartiya to create new finishes and fashions in leather. This facility has multiplied its capacity to serve as the hub for leather sourcing and finishing. A dedicated Italian designer works on developing new leathers and organizes two leather collections per year. The research and development team develop new styles of leathers using most sustainable ways and using eco-friendly chemicals.

The raw materials, including hides and skins, are sourced from New Zealand, the United Kingdom, Spain, France and Italy, as well as goat and sheep skins sourced from the Middle East and Latin America. The tannery is an LWG certified tannery.

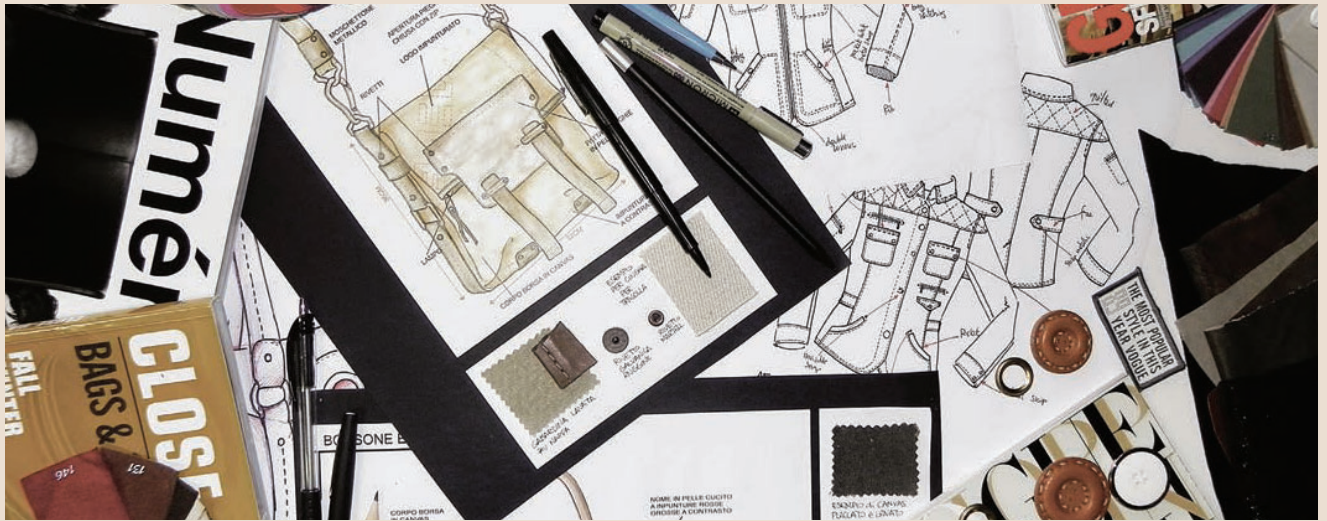


VIRTUAL MANUFACTURING

Virtual Manufacturing, our sourcing business, is the fastest growing among the group. It is driven from Delhi and Milan. Delhi focuses on ladies soft woven and Milan focuses on outerwear, predominantly sourcing from China. The business is design driven, has world-class design studios in Milan and Gurugram with a team of young designers from all over the world and is expanding our sourcing capabilities.

The Milan office is a major contributor to Virtual Manufacturing and continues to grow. New product categories were added this year, including denim garments for European and US markets. It has also partnered with more facilitators in Europe to grow the business. The current categories are PU and textile outerwear, ladies soft woven, kids wear, denim and chinos, etc.

OUR COMPANY



INTERNAL CONTROL SYSTEM

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

SIGNIFICANT CHANGES IN FINANCIAL RATIOS

In accordance with SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, a Company is required to give details of significant changes (change of 25% or more as compared to the immediate previous financial year) in its financial ratios.

Accordingly, there was no significant change in the financial ratios compared to previous year on Standalone and Consolidated basis, both.

HUMAN RESOURCES

Bhartiya Group has been weaving the best practices into its culture to help employees develop themselves which in turn leads to increased business efficiency and turnover. Bhartiya impresses upon the need for employee engagement at all levels and invest working towards it by introducing the importance of continuous communication with people which revolves around their individual performance and also mutually working on the expectations of the management in terms of their performance and then giving them regular feedbacks which goes a long way in having a congenial work environment. We, at Bhartiya believe in open and transparent culture which helps in sharing ideas, unlearn and re-learn from each other without any hierarchical obstacles. Since innovation is one of the core value of our organization, an open culture gives our employees, wings to soar up their thought process.

In the wake of the technological advancement, Bhartiya has restored the “H” from Human Resources and continuously work towards keeping the human element in its day-to-day working, together with embracing the technology which work wonders in dealing with business complexities and keeping up with the business challenges. The reason of our strong relationship with our customers is because of our belief in our people as they are the ones who lead & are responsible for incessant innovation which gets reflected in our products.

At Bhartiya, we lead the change through our vital assets – Our People and will continue to seek success.

RISK MANAGEMENT

The Company has made process which identifies, assesses and manages risk at Strategic, Operational and Compliance levels, across business units, functions and geographies. The board of directors are informed about the risks or opportunities that could have an adverse impact on the Company’s operations or to that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The risk management process is reviewed and evaluated by the board of directors. Bhartiya International’s exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CAUTIONARY STATEMENT

All the statements and assertions in this report regarding the projections, estimates and outlook are subject to current market situations and expected effects of future events on current and developing circumstances. Results may vary due to a number of factors, which could effect the Company’s business operations, such as demand and supply conditions, price inputs, change in government levies and regulations, industrial relations and other economic variables in the country. Bhartiya International cannot be held responsible in any way for such statements and it undertakes no obligations to publicly update these to reflect subsequent events or circumstances.

BHARTIYA CITY, BENGALURU, INDIA

Located in Bengaluru, India; Bhartiya City is an inclusive and sustainable development; integrating homes, work spaces, shopping spaces, hospital, school and parks. It's a city where local colour is celebrated and Global Best Practices meet Indian culture.

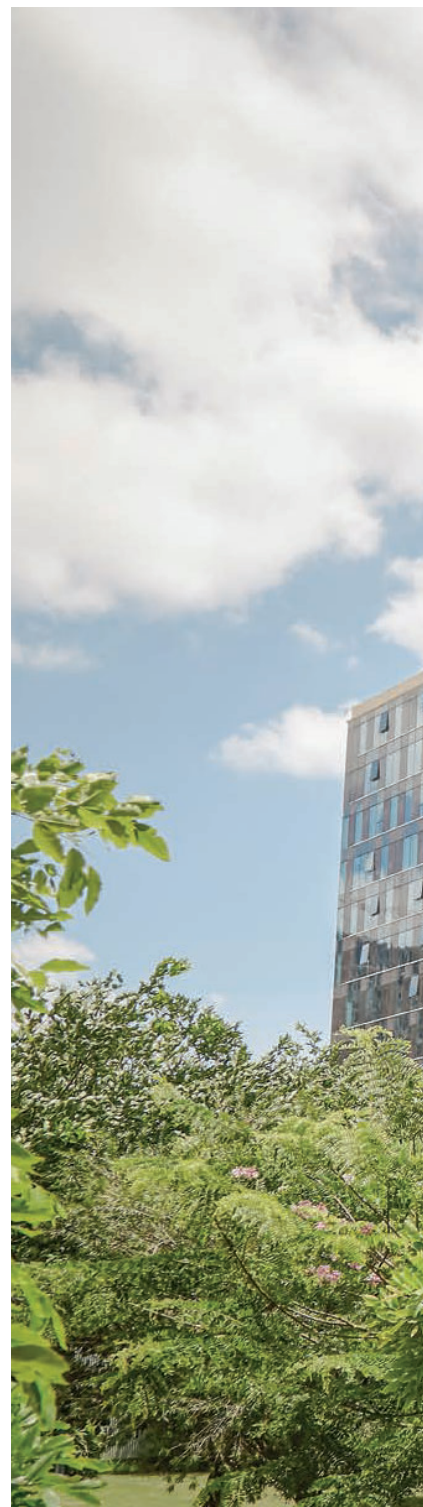
We are happy to announce that Bhartiya City has seen significant progress in the past one year. Nikoo Homes I is occupied by 1300 families and is now a vibrant community. With Clubhouse completely operational and events happening round the year, Nikoo Homes I is a delivered promise now. Nikoo Homes II that comprises 2400 homes is almost sold out and under construction is in full swing. The second phase (Block II) of BCIT (Bhartiya Centre for Information Technology) was completed last year. Phase II was Completed in July 2018 and now boasts of happy clients like Maersk, Ecolab, Synechron, ANSR, NTT Data, NSM Services Pvt Ltd.

The construction of the Bhartiya City Centre that comprises Retail mall, High Street, Cinema and Convention Centre began last year. It spreads across 8 Lakh sq. ft and will offer over 140 brands with PVR signed up as the multiplex partner. A major portion of the retail has already been leased out and many international collaborations are under process to make it a world class entertainment destination.

The Leela Hotel and Residences that comprise about 276 rooms and 176 services Leela Residences are also under construction and the hotel shall be soon ready for launch.

Another major landmark in the journey of Bhartiya City is the Chaman Bhartiya School of Leadership. The school aims at academic excellence with the vision to create leaders of tomorrow. The school will be launched this year and the term begins in May 2020. The school building is progressing at a great pace and will be completed soon.

Bhartiya City is turning out to be an upcoming destination with various elements coming up and more people living and working in it.





DIRECTORS' REPORT

Your Directors have pleasure in presenting the 32nd Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2019.

FINANCIAL RESULTS

The consolidated and standalone financial results of the Company for the financial year ended 31st March, 2019 are as follows:

(Rs. in Lacs)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
Net Sales/ Income from Operations	74799.74	71051.66	60929.63	51825.97
Other Income	1198.07	725.54	412.76	526.12
Total Income	75997.81	71777.20	61342.39	52352.09
Profit before Interest, Tax & Depreciation	6717.19	5408.25	6060.81	4392.53
Finance Cost	3053.31	1956.07	2876.72	1722.71
Profit before Tax & Depreciation	3663.88	3452.18	3184.09	2669.82
Depreciation	812.70	748.27	692.59	628.79
Profit Before Tax	2851.18	2703.90	2491.50	2041.03
Tax Expenses	954.74	842.61	866.09	727.94
Net Profit After Tax	1896.44	1861.30	1625.41	1313.09
Share of Net Profit/(Loss) of Associates	80.35	(118.07)	-	-
Net Profit	1976.79	1743.22	1625.41	1313.09
Other Comprehensive Income	2.98	3.39	(7.71)	5.70
Total Comprehensive Income for the Year	1979.77	1746.62	1617.70	1318.79
Paid up Equity Share Capital	1219.42	1218.13	1219.42	1218.13
Reserve (Excl. Revaluation Reserve)	38276.25	36272.00	25692.38	24211.22
Earning per Share (Basic) Rs.	16.25	14.42	13.28	10.87
Earning per Share (Diluted) Rs.	16.11	14.28	13.18	10.76
Dividend	0.12	0.12	0.12	0.12

PERFORMANCE REVIEW

On consolidated basis, during the year under review, the Company achieved a turnover of Rs. 74799.74 Lacs as against Rs. 71051.66 Lacs in the previous year showing an increase of 5.28%. The Net Profit after taxes and share of profit/(loss) of associates was reported at Rs. 1976.79 Lacs as against Rs. 1743.22 Lacs in the previous year.

On standalone basis, during the year under review, the Company achieved a turnover of Rs. 60929.63 Lacs as against Rs. 51825.97 Lacs in the previous year showing an increase of 17.57%. The Net Profit after taxes also increased to Rs. 1625.41 Lacs as compared to Rs. 1313.09 Lacs in the previous year showing an increase of 23.79%.

DIVIDEND

Your Directors have recommended a Dividend of Rs.1.20/- per paid-up equity share of Rs. 10/- each (i.e. @ 12%) for the Financial Year ended 31st March, 2019. The dividend payout is subject to approval of members at the ensuing Annual General Meeting. The total outflow on account of dividend will be approximately Rs. 146.37 lakhs (excluding taxes).

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Since, the Company is currently not falling under the above category, the requirement of adopting the Policy is currently not applicable to the Company.

RESERVES

During the period under review an amount of Rs. 2 Crore has been transferred to Reserves of the Company.

SHARE CAPITAL

During the year under review, the following changes had taken place in the Paid-up Equity Share Capital of the Company:

Dates	Description	No. of shares	Total value of shares (₹)
01/04/2018	Share Capital at the beginning of the year	12181254	121812540
Addition			
23/07/2018	Equity Shares allotted pursuant to ESOP scheme	2369	23690
01/12/2018	Equity Shares allotted pursuant to ESOP scheme	1813	18130
31/01/2019	Equity Shares allotted pursuant to ESOP scheme	8738	87380
31/03/2019	Share Capital at the end of the year	12194174	121941740

As on March 31, 2019, Mr. Manoj Khattar, Whole-Time Director of the Company hold instruments convertible into equity shares of the Company.

EMPLOYEES STOCK OPTION PLAN

During the year under review, the Company has granted 30,000 stock options to eligible employees of the Company based on their performance under the Employee Stock Option Plan 2013.

During the year under review, the Company has allotted 12920 equity shares of Rs. 10/- each on exercise of vested options by certain employees of the Company and its subsidiaries.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines') read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has received a certificate from the Statutory Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders. The certificate would be placed at the Annual General Meeting for inspection by members.

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 as at 31st March 2019, are set out in **Annexure A** to this Report.

FINANCIAL STATEMENTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on 31st March, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2019.

DETAILS AND PERFORMANCE OF SUBSIDIARY COMPANIES**Domestic Subsidiaries****Bhartiya Global Marketing Ltd.**

It is a Marketing Company engaged in export of textile and leather garments. The net loss was reported at Rs. 8.67 lakhs during the financial year 2018-19.

J&J Leather Enterprises Ltd.

This Company is a tannery to support our leather garments and accessories business through conversion/finishing of wet blue leather into finished leather. The total revenues of the Company was Rs. 1687.10 lakhs and the net profit was Rs. 26.88 lakhs during the financial year 2018-19.

Bhartiya International SEZ Ltd.

The Company is incorporated to develop sector specific Special Economic Zone (SEZ) of Leather & Leather Products. It is a joint venture between Bhartiya International Ltd. and Andhra Pradesh Industrial Infrastructure Corporation. The total revenues of the Company was Rs. 35.15 lakhs and the net loss was Rs. 15.26 lakhs during the financial year 2018-19.

Bhartiya Fashion Retail Ltd.

The Company had registered a profit of Rs. 4.71 lakhs for the financial year 2018-19.

Bhartiya Urban Infrastructure Ltd.

The Company had registered a loss of Rs. 0.06 lakhs for the financial year 2018-19.

Overseas Subsidiaries**Ultima S.A. Switzerland**

The Company is engaged in marketing and selling of outerwears including leather garments, accessories and textile products in Europe. The total revenues of the Company was CHF 22,052,218.08 and the net profit was CHF 647,880.58 during the financial year 2018-19.

World Fashion Trade Ltd., Mauritius

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China, India and Bangladesh for marketing and selling in Europe and US markets. The total revenues of the Company was HK\$ 4,249,405 and the Company has registered a net profit of HK\$ 246,095 for the period ended 31st March 2019.

Ultima Italia SRL, Italy

This company markets all fashion products including fur and leather garments in Italian market. The total revenues of the Company was Euro 2,676,781 and the net profit was Euro 21,136 during the financial year 2018-19.

Design Industry Ltd., Hongkong

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China and India for marketing and selling in Europe. The total revenues of the Company was HK\$ 78,476,255 and the net profit was HK\$ 281,861.

Design Industry China Ltd., China

The company is engaged in marketing and selling of outerwear (including leather, PU Garments, fashion accessories) from China for marketing and selling in China. The total revenue of the Company was RMB Yuan 3,449,941.94 and the net loss was RMB Yuan 1,204,072.19.

New Subsidiary /Associate Company incorporated / dissolved during the year

No new Subsidiary or Associate Company was incorporated/acquired during the year under review. Also, no Subsidiary or Associate Company was dissolved during the year.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, forms an integral part of this Report. The same is provided herewith as **Annexure B**.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company's securities are listed at the following Stock Exchanges in India: -

1. BSE Limited
2. The National Stock Exchange of India Limited

The Annual Listing fee for the Financial Year 2019-2020 has already been paid to both the above Stock Exchanges.

DIRECTORS

During the year under review, Mr. Ashok Kumar Gadhok (DIN: 01254410), and Ms. Jaspal Sethi (DIN: 01689695) ceased to be Whole-Time Directors. Mr. Robert Burton Moore Jr. (DIN: 08108097) was appointed as Non-Executive Director with effect from 16th April, 2018 and Mr. Manoj Khattar (DIN:00694981) was appointed as Whole-Time Director of the Company with effect from 13th August, 2018 for a period of 5 years. The above changes were noted and approved by the shareholders in the last AGM.

The tenure of Mrs. Annapurna Dixit (DIN: 06844250) as Independent Director concluded on 28th September 2018. However, considering her vast experience, knowledge and insights and based on the recommendation of Nomination and Remuneration Committee, Mrs. Annapurna Dixit was re-appointed as Independent Director for a second term on 29th September, 2018.

The tenure of Mr. Snehdeep Aggarwal (DIN: 00928080) as the Managing Director of the company concluded on 31st March, 2019. However, being the promoter of the Company, the Board had appointed him as the Chairman of the Company with effect from 1st April 2019 for a period of 5 years subject to approval of the shareholders. He served as the Executive Chairman from 1st April 2019 till 31st May, 2019 and continued as Non-Executive Chairman with effect from 1st June, 2019 in order to provide guidance and mentorship to the executive management.

Appropriate Resolutions seeking your approval for appointment of Mr. Snehdeep Aggarwal as the Executive Chairman for the period 1st April 2019 till 31st May, 2019 and Non-Executive Chairman with effect from 1st June 2019 is included in the Notice.

The Company has received notice in writing from member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Snehdeep Aggarwal as Director of the Company for the ensuing Annual General Meeting.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Nikhil Aggarwal (DIN: 01891082), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

Appropriate resolution seeking continuation of Mr. Ramesh Bhatia as Non-Executive Director on attaining the age of 75 years is also included in the Notice for approval of the members.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

Mr. Raj Kumar Chawla had been appointed as the Chief Financial Officer (Key Managerial Personnel) of the Company with effect from 11th February, 2019. Mr. Manoj Khattar had been re-designated as the Key Managerial Personnel for the position of Whole-Time Director on 11th February, 2019. Prior to this change, Mr. Manoj Khattar was holding the Key Managerial Personnel position in the capacity of Chief Financial Officer of the Company. Accordingly, the following are the Key Managerial Personnel of the Company:

Sl. No.	Name of the person	Designation
1	Mr. Manoj Khattar	Whole-Time Director
2	Mr. Raj Kumar Chawla	Chief Financial Officer
3	Ms. Shilpa Budhia	Company Secretary

COMMITTEES

The Board of Directors has the following mandatory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee

3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of Committees, terms of reference and numbers of Meetings held during the Financial Year 2018-19 is provided in the Corporate Governance Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Managing Director, Whole-Time Directors and the other Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2018-19, four Board Meetings of the Company were held. The details of the Meetings of the Board held during the Financial Year 2018-19 forms part of the Corporate Governance Report.

COMPLIANCE OF SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

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

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.bhartiyafashion.com).

NOMINATION, REMUNERATION AND BOARD DIVERSITY 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 Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors. This policy also lays down the criteria for selection and appointment of Board members. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the year under review were on arm's length basis and in ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in the form AOC-2 is not required. Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the Financial Statements.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature with Related Parties. A statement giving details of all the related party transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bhartiyafashion.com. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) that in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2019 and of the profit of the company for the year ended on that date;
- (c) that 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;
- (d) that the annual accounts have been prepared on a going concern basis; and
- (e) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDIT

At the Annual General Meeting (AGM) held on 27th September, 2017, M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C) were appointed as the Statutory Auditors of the Company for an initial term of 5 years. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 32nd Annual General Meeting.

The Report given by M/s. K A S G & Co., Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year 2018-19 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

COST AUDIT AND MAINTENANCE OF COST RECORD

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year 2019-20.

Further, maintenance of cost record as specified by the Central Government, under sub-section-1 of Section 148 of the Companies Act, 2013 is not required.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company had appointed Mr. Ravi Sharma., Practicing Company Secretary, FCS NO. 4468, C. P. NO. 3666 from M/s. RSM & Co. to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure C** and forms an integral part of this report.

There is no secretarial audit qualification for the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

RISK MANAGEMENT

The Company has adequate risk management process to identify and notify the board of directors about the risks or opportunities that could have an adverse impact on the Company's operations or that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the field of education by mainly providing scholarship to the students and extending donations/fund towards construction/repairs and development and maintenance of school.

These projects are in accordance with the Schedule VII of the Companies Act, 2013 and the Company's CSR Policy. The report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure D** forming part of this report.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the work place with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. Further, the Company has complied with provision relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013).

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2019 on the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is given in the **Annexure E** forming part of this report.

HUMAN RESOURCES

Bhartiya Group has been weaving the best practices into its culture to help employees develop themselves which in turn leads to increased business efficiency and turnover. Bhartiya impresses upon the need for employee engagement at all levels and invest working towards it by introducing the importance of continuous communication with people which revolves around their individual performance and also mutually working on the expectations of the management in terms of their performance and then giving them regular feedbacks which goes a long way in having a congenial work environment. We, at Bhartiya believe in open and transparent culture which helps in sharing ideas, unlearn and re-learn from each other without any hierarchical obstacles. Since innovation is one of the core value of our organization, an open culture gives our employees, wings to soar up their thought process.

In the wake of the technological advancement, Bhartiya has restored the "H" from Human Resources and continuously work towards keeping the human element in its day-to-day working, together with embracing the technology which work wonders in dealing with business complexities and keeping up with the business challenges. The reason of our strong relationship with our customers is because of our belief in our people as they are the ones who lead & are responsible for incessant innovation which gets reflected in our products.

At Bhartiya, we lead the change through our vital assets – Our People and will continue to seek success.

PARTICULARS OF EMPLOYEES

During the financial year 2018-19, the Company had 331 employees.

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this report.

Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during business hours on working days upto the date of ensuing Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report including the aforesaid information is also available on the Company's website.

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

DEMAT SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

There are no unclaimed shares of the Company.

PUBLIC DEPOSIT

The Company has neither invited/ nor accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

BUSINESS RESPONSIBILITY REPORTING

The Business Responsibility Reporting as required under Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is not applicable to your Company for the financial year ending 31st March, 2019.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes occurred in between the financial year ended on 31st March, 2019 and date of the report of the Company which affects the financial position of the Company.

ACKNOWLEDGEMENTS

Your Directors are highly grateful for all the help, guidance and support received from the valued customers, suppliers, vendors, other business associates, various government and local authorities as well as the various Banks.

The Board places on record its appreciation for the devoted and dedicated services rendered by all the employees in taking the Company forward.

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 6th August, 2019

Annexure A - ESOP DISCLOSURE

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

The details of the Employees Stock Option Plan, 2013 approved by the Company is valid as on date and there has been no variation in the Scheme.

- A. Relevant disclosures in terms of the "Guidance note on accounting for employee share-based payments" issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided on the weblink: [www.bhartiyafashion.com]
- B. Diluted EPS on issue of shares in accordance with "Accounting Standard 20 - Earnings Per Share" issued by ICAI: Rs. 13.18/-

A. Details related to Employees Stock Option Plan, 2013

Name of the Scheme	Employees Stock Option Plan, 2013																						
Date of shareholders' approval	September 23, 2013																						
Total number of options approved under ESOS	400,000																						
Vesting requirements	The minimum vesting period shall be 1 (one) year from the date of grant and may extend upto 4 (four) years as may be determined by the Board/ Nomination and Remuneration Committee.																						
Exercise price or pricing formula	The Exercise Price per option shall be such discounted price to the Market Price of the Equity Shares of the Company as may be determined by the Board / Nomination and Remuneration Committee.																						
Maximum term of options granted	The options vested should be exercise within 5 years from the date of such respective vesting.																						
Source of shares	Fresh issue of shares																						
Variation in terms of options	None																						
Method used for accounting of ESOPs	Intrinsic Value																						
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed.	Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by Rs. 44.16 lakhs.																						
The impact of this difference on profits and on EPS of the company shall also be disclosed.	<div style="text-align: right;">(Rs. in lakhs)</div> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2018-19</th> </tr> </thead> <tbody> <tr> <td>Profit after tax</td> <td style="text-align: right;">1,625.41</td> </tr> <tr> <td>Add: Employee compensation cost as per intrinsic value</td> <td style="text-align: right;">35.98</td> </tr> <tr> <td>Less: Employee compensation cost as per fair value</td> <td style="text-align: right;">82.82</td> </tr> <tr> <td>Adjusted profit after tax</td> <td style="text-align: right;">1,581.25</td> </tr> <tr> <td>EPS (as reported)</td> <td></td> </tr> <tr> <td>- Basic</td> <td style="text-align: right;">13.28</td> </tr> <tr> <td>- Diluted</td> <td style="text-align: right;">13.18</td> </tr> <tr> <td>EPS (as adjusted)</td> <td></td> </tr> <tr> <td>- Basic</td> <td style="text-align: right;">12.89</td> </tr> <tr> <td>- Diluted</td> <td style="text-align: right;">12.79</td> </tr> </tbody> </table>	Particulars	FY 2018-19	Profit after tax	1,625.41	Add: Employee compensation cost as per intrinsic value	35.98	Less: Employee compensation cost as per fair value	82.82	Adjusted profit after tax	1,581.25	EPS (as reported)		- Basic	13.28	- Diluted	13.18	EPS (as adjusted)		- Basic	12.89	- Diluted	12.79
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- Basic	13.28																						
- Diluted	13.18																						
EPS (as adjusted)																							
- Basic	12.89																						
- Diluted	12.79																						

B. Details of options granted to senior managerial personnel or identified employees is as under:

Particulars	Year Ended 31 st March, 2019
Senior managerial personnel	30,000
Any other employees who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	NA
Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA

C. The activity in the Employees Stock Option Plan during the year ended March 31, 2019 is as under:

Particulars	Year ended 31st March, 2019			
Number of options outstanding at the beginning of the period	93,004			
Number of options granted during the year	30,000			
Number of options forfeited / lapsed during the year	10,566			
Number of options vested during the year	38,484			
Number of options exercised during the year	12,920			
Number of shares arising as a result of exercise of options	12,920			
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 64600			
Loan repaid by the Trust during the year from exercise price received	NA			
Number of options outstanding at the end of the year	99,518			
Number of options exercisable at the end of the year	42,518			
Weighted average exercise price and weighted average fair value of Options granted during the year for Options whose exercise price either equals or exceeds or is less than the market price of the stock. Options whose exercise price is less than the market price: - Weighted average exercise price of options - Weighted average fair value of options	330.00 216.15			
A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: - Date of Grant - Weighted average share price - Exercise price - Expected volatility - Option life (comprising of weighted average of vesting period and exercise period) - Expected dividends - Risk free rate of return	September 16, 2015	December 31, 2015	February 03, 2018	April 05, 2018
	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 410.15
	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
	46.11%	45.56%	39.22%	36.78%
	4.50 years	4.50 years	5.50 years	5.50 years
	0.21%	0.19%	0.26%	0.29%
	7.80%	7.60%	7.55%	7.22%
The method used and the assumptions made to incorporate the effects of expected early exercise	Historical data for early exercise of Options is not accurate / uniform, hence not considered in expected life calculations.			
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange, over twelve months period prior to the date of grant has been considered.			
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in the points above.			

Annexure - B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019
[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:

i) CIN	: L74899TN1987PLC111744
ii) Registration Date	: 07.01.1987
iii) Name of the Company	: Bhartiya International Ltd
iv) Category Sub-Category of Company	: Public Limited Company
v) Address of the Regd. Office and contact details	: 56/7, Nallambakkam Village, (Via Vandalur), Chennai- 600 048 Tel: 9551050418/19/20/21
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Mas Service Ltd. Okhla Industrial Area, Phase-II, New Delhi- 110 020 Phone No. 011- 26387281-83

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:-

S. N.	Name and Description of Main Products / Services	NIC Code of the Product/ service	% to total turnover of the company
1	Leather & Textile Products	1410 and 1512	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bhartiya Global Marketing Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	L74899DL1987PLC075128	Indian Subsidiary Company	100%	2(87)
2	J & J Leather Enterprises Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai – 600048	U18209TN1991PLC020874	Indian Subsidiary Company	100%	2(87)
3	Bhartiya International SEZ. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U74999DL2007PLC159827	Indian Subsidiary Company	88.95%	2(87)
4	Bhartiya Fashion Retail Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U17120DL2009PLC193608	Indian Subsidiary Company	100%	2(87)
5	Bhartiya Urban Infrastructure Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U70100TN2015PLC101707	Indian Subsidiary Company	100%	2(87)
6	World Fashion Trade Ltd, Mauritius Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	-	Overseas subsidiary Company	100%	2(87)
7	Ultima S.A., Switzerland Avenue J. Rousseau-7, CH-2001, Neuchatel, Switzerland	CH-645-40960339	Overseas Subsidiary Company	100%	2(87)
8	Ultima Italia SRL, Italy Branch : Via Dei Tigli, 4, 26010, Casaleto, Vaprio (CR), Italy	-	Overseas Subsidiary Company	100%	2(87)

S.N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
9	Design Industry Ltd. Room 1104, Crawford House, 70 Queen Road Central, Hong Kong	-	Overseas Subsidiary Company	100%	2(87)
10	Design Industry China Ltd Room 407-1, Tower 8, United Plaza, No. 58 Qianjiang Road, Hangzhou, China	-	Overseas Subsidiary Company	100%	2(87)
11	Tada Mega Leather Cluster Pvt. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	U74140DL2013PTC249002	Associate Company	50%	2(6)
12	Bhartiya City Developers Pvt. Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600127	U45201TN2006PTC036015	Associate Company	36.77%	2(6)
13	Bhartiya Developers Consortium Pvt. Ltd Plot no. 38, Sector 44, Gurugram - 122003	U45201HR2005PTC036107	Associate Company	36.77%	2(6)
14	Milestone Buildcon Pvt. Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600127	U45201TN2005PTC112747	Associate Company	36.77%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in share- holding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter(s)									
(1) Indian									
a) Individual/ HUF	2232636	-	2232636	18.33	2232636	-	2232636	18.31	(0.02)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate.	3561926	-	3561926	29.24	3561926	-	3561926	29.21	(0.03)
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	5794562	-	5794562	47.57	5794562	-	5794562	47.52	(0.05)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(2):-A	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5794562	-	5794562	47.57	5794562	-	5794562	47.52	(0.05)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	16253	200	16453	0.14	5000	200	5200	0.04	(0.10)
c) Central Govt.	39989	-	39989	0.33	39989	0	39989	0.33	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FFIs	25705	-	25705	0.21	2	22500	22502	0.18	(0.03)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	2	22500	22502	0.18	-	-	-	-	(0.18)
Sub-total (B)(1):	81949	22700	104649	0.86	44991	22700	67691	0.56	(0.31)
2. Non- Institutions									
a) Bodies Corporate.									
i) Indian	2966938	-	2966938	24.36	2774337	800	2775137	22.76	(1.61)
ii) Overseas	984789	-	984789	8.08	1024587	-	1024587	8.40	0.32
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	964301	81604	1045905	8.59	1005276	67097	1072373	8.79	0.20
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	967982	-	967982	7.95	1206124	98800	1304924	10.70	2.75
c) Others	-	-	-	-	-	-	-	-	-
(1) Trusts	-	-	-	-	-	-	-	-	-
(2) Foreign National	-	-	-	-	-	-	-	-	-
(3) Non Resident Indian	33939	1000	34339	0.28	35488	200	35688	0.29	0.01
(4) Clearing Members	22050	-	22050	0.18	4972	-	4972	0.04	(0.14)
(5) Hindu Undivided Family	129624	-	129624	1.06	70215	-	70215	0.58	(0.48)
(6) Director(s)	98600	24200	122800	1.01	20025	24000	44025	0.36	(0.65)
Sub-total (B)(2):-	6168223	106204	6274427	51.51	6141024	190897	6331921	51.92	0.40
Total Public Shareholding= (B)(1)+ (B)(2)	6250172	128904	6379076	52.37	6186015	213597	6399612	52.48	0.09
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	12044734	128904	*12173638	100.00	11980577	213597	12194174	100.00	-

* 7616 shares allotted on 31st March, 2018 were pending for listing and were not considered in the above shareholding pattern.

(ii) Shareholding of Promoters

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in shareholding during the year
1	Snehdeep Aggarwal	1143362	9.39	-	1143362	9.38	-	(0.01)
2	Ramesh Bhatia	340250	2.79	-	340250	2.79	-	0
3	Arjun Aggarwal	496150	4.07	-	496150	4.07	-	0
4	Parushini Aggarwal	7500	0.06	-	7500	0.06	-	0
5	Pawan Aggarwal	5000	0.04	-	5000	0.04	-	0
6	Kanwal Aggarwal	190374	1.56	-	190374	1.56	-	0
7	Snehdeep & Co. HUF	50000	0.41	-	50000	0.41	-	0
8	Bhartiya Global Ventures Pvt. Ltd	1850000	15.19	-	1850000	15.17	-	(0.02)
9	Bhartiya Advisory Services Pvt. Ltd	681926	5.60	-	681926	5.59	-	(0.01)
10	Bhartiya Infotech Pvt. Ltd	1000000	8.21	-	1000000	8.20	-	(0.01)
11	R.L. Bhatia Associates Pvt. Ltd	30000	0.25	-	30000	0.25	-	0
	TOTAL	5794562	47.57	-	5794562	47.52	-	(0.05)

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

S. N.	Particulars	Shareholding at the beginning of the year		Changes (Increase/ Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	Percentage	No. of shares	% of total shares of the company
NO CHANGE							

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

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Girish Shankarlal Dhoot	315000	2.59	315000	2.58
2	Srinivas BS	126112	1.07	147612	1.21
3	Superfine Carpets Private Limited	1236684	10.15	1256244	10.30
4	Vinod Infotech Private Limited	115872	0.99	141677	1.16
5	Dwarkadhish Trading Private Limited	190000	1.56	190000	1.56
6	TIMF Holdings	706474	5.80	706474	5.79
7	Karuna Ventures Private Limited	400000	3.28	400000	3.28
8	Share Point LLP	285500	2.37	285500	2.37
9	Morgan Stanley Asia (Singapore) Pte	278315	2.28	278315	2.28
10	Mangal Keshav Capital Limited	91000	0.75	91000	0.75
11	Ishaan Metals Private Limited	-	-	112765	0.92

*The shares of the Company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Snehdeep Aggarwal				
	At the beginning of the year	1143362	9.39	1143362	9.39
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	1143362	9.39
2	Mr. A.K. Gadhok				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
3	Mr. Ramesh Bhatia				
	At the beginning of the year	340250	2.79	340250	2.79
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. Allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	340250	2.79
4	Ms. Annapurna Dixit				
	At the beginning of the year	4000	0.03	4000	0.03
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	4000	0.03
5	Ms. Jaspal Sethi				
	At the beginning of the year	98800	0.81	98800	0.81
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	98800	0.81
6	Mr. Nikhil Aggarwal				
	At the beginning of the year	20000	0.16	20000	0.16
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	20000	0.16
7	Mr. Shashank				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8	Mr. A. Sahasranaman				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
9	Mr. C. L. Handa				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
10	Mr. Sandeep Seth				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
11	Mr. Manoj Khattar				
	At the beginning of the year	17250	0.14	17250	0.14
	Allotment of shares under ESOP – 13 th April, 2018			2775	0.02
	At the End of the year			20025	0.16
12	Mr. Robert Burton Moore				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
13	Mr. Raj Kumar Chawla				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
14	Ms. Shilpa Budhia				
	At the beginning of the year	Nil	Nil	0	0.00
	Allotment of shares under ESOP – 13 th February 2019			357	0.003
	Sale of shares – 14 th February 2019			(157)	0.002
	Sale of shares – 20 th February 2019			(50)	0.001
	Sale of shares – 22 nd February 2019			(50)	0.001
	Sale of shares – 25 th February 2019			(100)	0
At the End of the year	-	-	Nil	Nil	

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,276,053,449	-	-	3,276,053,449
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,252,793	-	-	3,252,793
Total (i+ii+iii)	3,279,306,242	-	-	3,279,306,242
Change in Indebtedness during the financial year				
- Addition	211,375,718	-	-	211,375,718
- Reduction	80,320,817	-	-	80,320,817
Net Change	131,054,900	-	-	131,054,900
Indebtedness at the end of the financial year				
i) Principal Amount	3,407,108,350	-	-	3,407,108,350
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,105,655	-	-	3,105,655
Total (i+ii+iii)	3,410,214,005	-	-	3,410,214,005

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (In Rs.)
		Mr. Snehdeep Aggarwal	Mr. A. K. Gadhok (from 01.04.2018 till 16.04.2018)#	Ms. Jaspal Sethi (from 01.04.2018 till 31.07.2018)^	Mr. Manoj Khattar (From 13.08.2018 till 31.03.2019)*	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1800000	31091	380000	6605546	8816637
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39600	-	-	-	39600
	(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)	1839600	31091	380000	6605546	8856237
	(Ceiling as per the Act @ 10% of profits calculated under Calculated under Section 198 of the Companies Act, 2013)					

Mr. A. K. Gadhok has resigned from the post of Whole-Time Director with effect from 16th April, 2018.

^ Ms. Jaspal Sethi had ceased to be Whole-Time Director on account of completion of her tenure on 31st July, 2018

* Mr. Manoj Khattar was appointed as Whole-Time Director of the Company on 13th August, 2018. He continued to hold the position of CFO from 1st April, 2018 till 11th February, 2019. The above remuneration includes the remuneration paid to him for the capacity of Whole-Time Director from 13th August, 2019 till 31st March 2019. The remuneration from the period 1st April, 2018 till 12th August, 2018 is included under the head - remuneration paid to CFO, later in this report.

B. Remuneration to other Directors:

S. N.	Particulars of Remuneration	Name of Directors								Total Amount (in Rs.)
		Mr. A. Sahasranaman	Mr. Shashank	Mr. Sandeep Seth	Mrs. Annapurna Dixit	Mr. C. L. Handa	Mr. Nikhil Aggarwal	Mr. Ramesh Bhatia	Mr. Robert Burton Moore Jr.	
	Independent Directors/Other Non-Executive Directors									
	· Fee for attending board committee meetings	8334	27221	29999	5556	22777	Nil	2778	-	96665
	· Commission	-	-	-	-	-	-	-	-	-
	· Others, please specify (Professional Services Fee)	-	-	-	-	-	-	-	8995000	8995000
	Total	8334	27221	29999	5556	22777	Nil	2778	8995000	9091665
(Overall Ceiling as per the Act @ 11% of profits calculated under calculated under Section 198 of the Companies Act, 2013)										

Total Managerial Remuneration is Rs. 1,75,87,133

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

S.N	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CFO (Mr. Manoj Khattar) from 01.04.2018 till 12.08.2018	CFO (Mr. Raj Chawla) from 11.02.2019 till 31.03.2019	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1446324	2725668	665788	4837780
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	61529	-	-	61529
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option (balance in nos.)	-	2783		2783
3.	Sweat Equity	-	-		-
4.	Commission - as % of profit - others, specify...	-	-		-
5.	Others, please specify	-	-		-
	Total	1507853	2725668	665788	4899309

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2019.

ANNEXURE C**FORM NO. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019*[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

The Members

Bhartiya International Ltd.

56/7, Nallambakkam Village (Via Vandalur)

Chennai - 600048 Tamil Nadu

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019 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 31st March, 2019 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
 - (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable to the Company during the Financial Year 2018-2019);
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Financial Year 2018-2019);
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Financial Year 2018-2019);
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
 - (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations,2018, to the extent applicable;
 - (j) 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 to the extent to securities issued;
 - (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

6. We further report that, we relied on the representation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company;
7. We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
8. We have also examined the compliances with the applicable clauses of the following:-
 - (i) Secretarial Standards issued by the Institute of Company Secretaries of India and made effective from July 1, 2015.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.
9. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.
10. We further report that during the audit period, there were 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.

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

For RSM & CO.
Company Secretaries

RAVI SHARMA
PARTNER
FCS NO.4468, C. P. NO. 3666

New Delhi, 5th August, 2019

To
The Members
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur),
Chennai - 600048 (Tamil Nadu)

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For RSM & CO.
Company secretaries

RAVI SHARMA
PARTNER
FCS NO.4468 , C. P. NO. 3666

New Delhi, 5th August, 2019

Annexure – D

Corporate Social Responsibility (CSR)

[Pursuant to clause (a) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy, duly approved by the Board of Directors has been uploaded on the Company website www.bhartiyafashion.com . The policy contains the exhaustive list of programmes that can be undertaken by the Company during any period of time. During the financial year 2018-19, the company had mainly catered in the field of education by providing scholarship to the students and extending donations/ fund towards construction/repairs and development and maintenance of school
2.	The Composition of the CSR Committee	Mr. Snehideep Aggarwal – Chairman Mr. Ramesh Bhatia – Member Mr. Sandeep Seth - Member
3.	Average net profit of the Company for last three financial years	Rs. 22.46 crores
4.	Prescribed CSR Expenditure (2% of the above mentioned amount)	Rs. 44.91 lakhs
5.	Details of CSR spent during the financial year (a) Total amount to be spent for the financial year; (b) Balance brought forward from previous year (c) Total amount spent (d) Amount unspent, if any;	Rs. 44.91 lakhs Rs. 64.30 lakhs Rs. 10.00 lakhs Rs. 99.21 lakhs

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct
1	Scholarships to Students	Promoting Education	Delhi NCR	Rs. 5,41,000/-	Direct – Rs. 5,41,000/-	Rs. 5,41,000/-	Rs. 5,41,000/-
2	Extended donation to Sri Venkatesha Prathistana School Foundation for construction of school classrooms	Promoting Education	Bengaluru, Karnataka	Rs. 3,00,000/-	Direct – Rs. 3,00,000/-	Rs. 3,00,000/-	Rs. 3,00,000/-
3	Extended Donation to Sai Ashish Society for Spastic Children in New Delhi	Promoting Education	New Delhi	Rs. 1,00,000/-	Direct – Rs. 1,00,000/-	Rs. 1,00,000/-	Rs. 1,00,000/-
4	Extended Donation to Bharat Vikas Parishad Narayan Shakha towards school running expenses in Gurugram	Promoting Education	Gurugram	Rs. 34,500/-	Direct – Rs. 34,500/-	Rs. 34,500/-	Rs. 34,500/-
5	Distribution of College bags to students in Tada, Andhra Pradesh	Promoting Education	Tada, Andhra Pradesh	Rs. 24,780/-	Direct - Rs. 24,780/-	Rs. 24,780/-	Rs. 24,780/-
	TOTAL			Rs. 10,00,280 /-	Rs. 10,00,280 /-	Rs. 10,00,280 /-	Rs. 10,00,280 /-

- 6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

The Company plans to Schedule VII spend the balance amount in the projects as defined in accordance with Schedule VII of Section 135 of the Companies Act, 2013, in the coming years.

- 7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

Chairman

Chairman of CSR Committee

Gurugram, 6th August, 2019

Annexure E

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given below:

a. Conservation of Energy

The operations of your Company are not energy intensive however the Company has undertaken several steps for energy conservation like monitoring of DG sets, using energy efficient computers and laptops, Air-conditioners are used only when required and thereby enhancing energy efficiency.

b. Technology Absorption

The Company is in fashion oriented industry. The Company relies heavily on its Italian office for design and product development. Access to Italian facilities is available for Indian operations thereby facilitating transfer of know-how.

c. Foreign Exchange Earnings & Outgo

The information on foreign exchange earnings and outgo during the year under review is provided below:

Earnings Rs. 5,775,692,577

Expenditure Rs. 1,510,140,486

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 6th August, 2019

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended 31st March 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance revolves around the principles of ethical governance which guides and directs the management to conduct the business in an efficient manner to meet its obligations towards shareholders' and other stakeholders' expectations. Corporate Governance, which aims to promote fairness, transparency and integrity of the management, is not a mere legal compulsion but rather a way of life, which helps in inspiring and strengthening investor's confidence in the Company.

In rapidly changing business and technological environment, Bhartiya International Ltd. maintains its industry leadership through continuous endeavor to improve upon governance aspects on an on-going basis and adopts innovative approaches for leveraging resources, converting opportunities and motivation fostering a healthy growth and development of human resources thus generated confidence among business partners, customers and investors and at the same time fulfills its social responsibilities.

During the Financial year 2018-2019, the Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations or SEBI LODR Regulations] as applicable, with regard to Corporate Governance.

The detailed Corporate Governance Report of BIL is as follows:

BOARD OF DIRECTORS

Board of Directors: The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. In addition, the Board has created sub-committees to oversee the functions of executive management.

a. Composition of the Board, Other Directorships and Committee Memberships:

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

As on 31st March, 2019, the Board strength comprises of ten Directors and eight out of them are Non-Executive Directors. There are Five Independent Directors (out of which one is woman Director) on the Board who are professionals with high credentials and actively contribute in the deliberations of the Board, covering all strategic policy matters and strategic decisions.

The details of each member of the Board along with the number of Directorships/Committee Memberships are as given below:

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Snehdeep Aggarwal	00928080	07-01-1987	Promoter, Managing Director	-	-	-	
Mr. Ramesh Bhatia	00052320	06-09-1987	Promoter, Non-Executive Non- Independent Director	2	-	-	
Mr. Manoj Khattar ^	00694981	13-08-2018	Executive Director (Whole-Time Director)	5	2	1	
Mr. Robert Burton Moore Jr. ^	08108097	16-04-2018	Non-Executive Non-Independent Director	-	-	-	
Mr. Nikhil Aggarwal	01891082	04-10-2007	Non-Executive Non-Independent Director	-	-	-	
Mr. C. L. Handa	00928283	26-05-2004	Non-Executive Independent Director	3	-	2	
Mr. Sandeep Seth	01408624	28-02-2002	Non-Executive Independent Director	2	-	2	

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Shashank	01569514	30-07-2007	Non-Executive Independent Director	1	-	-	
Mr. A. Sahasranaman	01983690	30-06-2008	Non-Executive Independent Director	-	-	-	
Ms. Annapurna Dixit	06844250	18-09-2014	Non-Executive Independent Director	1	-	-	Roto Pumps Limited – Independent Director
Ms. Jaspal Sethi *	01689695	29-06-1987	Executive Director (Whole-Time Director)	1	-	-	
Mr. A. K. Gadhok *	01254410	01-04-1999	Executive Director (Whole-Time Director)	3	-	-	

* Mr. Ashok Kumar Gadhok and Ms. Jaspal Sethi ceased to be Whole-Time Directors of the Company on 16th April, 2018 and 31st July, 2018 respectively.

^ Mr. Robert Burton Moore Jr. and Mr. Manoj Khattar were appointed as Non-Executive and Whole-Time Director of the Company on 16th April, 2018 and 13th August, 2018 respectively.

- The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Section 8 Companies and Private Limited Companies and is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations.
- Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (excluding Bhartiya International Limited) have been considered. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
- The Independent Directors also meet the criteria as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- Details of Director(s) retiring or being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given on the website of the Company www.bhartiyafashion.com.
- Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.
- Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal, Promoter Director. No other directors are related to each other.

b. Number of Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled well in advance to facilitate the Directors to plan their schedules. In case of business exigencies the Board's approval is taken through circular resolutions after complying with the provisions of the Companies Act, 2013 and rules made thereunder and also as per Secretarial Standards.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board.

In the financial year 2018-19, the Board met four times. The meetings were held on 30th May, 2018, 13th August, 2018, 14th November 2018, and 11th February, 2019. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI Listing Regulations.

The attendance of Directors at the Board meetings held during the financial year ended 31st March, 2019 and at the previous Annual General Meeting (AGM) was as under:

Name of Director	* No. of Board Meetings Attended	Attendance at Last AGM
Mr. Snehdeep Aggarwal	4	Absent
Mr. Manoj Khattar	2	Present

Name of Director	* No. of Board Meetings Attended	Attendance at Last AGM
Mr. A. K. Gadhok	-	Absent
Ms. Jaspal Sethi	-	Absent
Mr. Ramesh Bhatia	1	Present
Mr. C. L. Handa	3	Present
Mr. Sandeep Seth	4	Present
Mr. Shashank	3	Absent
Mr. A. Sahasranaman	3	Absent
Mr. Nikhil Aggarwal	4	Absent
Ms. Annapurna Dixit	2	Absent
Mr. Robert Burton Moore Jr	4	Absent

* Includes Meeting attended through Video/Tele Conference.

c. Skills/expertise/competencies of the Board

The Board recognizes certain skills/expertise/competencies that are required by it to function effectively in the context of business of the Company and which inter-alia consists of experience and knowledge of the Leather and Textile Industry and specialist knowledge in various areas.

Board members have significant experience and expertise in the areas of corporate governance, strategy, finance, banking, marketing. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board periodically evaluates the need for change in its composition and size.

d. Information Supplied to the Board

The Board has complete access to all the information with the Company. The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of the SEBI LODR Regulations to the Board to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

e. Post Meeting Mechanism

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

f. Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

g. Shareholding of Non-Executive Directors

As on 31st March, 2019, the shares held by the Non-Executive Directors is provided below:

Name of the Directors	No. of shares held
Mr. Ramesh Bhatia	340250
Mr. Nikhil Aggarwal	20000
Mrs. Annapurna Dixit	4000

Further, none of the Non-Executive Directors holds any convertible Instruments of the Company.

h. Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

i. Independent Directors

The Non-Executive Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 is disclosed on the website of Bhartiya Group www.bhartiyafashion.com. The same is issued to Independent Directors on their appointment. In compliance with the Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, no Independent Director serves as a Whole-Time Director/Managing Director in any other listed company.

The Company has obtained a certificate from Practicing Company Secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

j. Familiarization Programme for Independent Directors

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, SEBI Listing Regulations and other various statutes and an affirmation is obtained. The Executive Directors also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

k. Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

The Board has currently the following Committees:

(A) AUDIT COMMITTEE**(i) Composition**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI Listing Regulations. All members of the Audit Committee bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. Mr. Sandeep Seth is the Chairman of the Audit Committee. Mr. Shashank and Mr. C. L. Handa are the members of the Audit Committee.

The Audit Committee inter alia provides directions to and oversee the internal audit and risk management functions, review of financial results and annual financial statements, interact with statutory auditors and carry out such others matters as required in terms of the Companies Act, 2013 and SEBI LODR Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Audit Committee. The Statutory and Internal Auditors, Chief Financial Officer are invitees for the Audit Committee Meetings.

(ii) Meetings and Attendance during the Financial Year 2018-2019

The Members of the Audit Committee met four times during the Financial Year 2018-2019. The Company is in full compliance with the provisions of Regulation 18 of the SEBI Listing Regulations on gaps between any two Audit Committee meetings. The Committee met on 29th May, 2018, 11th August, 2018, 13th November, 2018 and 9th February, 2019. The necessary quorum was present for all Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Table below provides the attendance of the Audit Committee members:

Director	29.05.2018	11.08.2018	13.11.2018	09.02.2019
Mr. Sandeep Seth	P	P	P	P
Mr. Shashank	P	P	P	P
Mr. C.L. Handa	P	A	P	P

(iii) Terms of Reference

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, if any, and fixation of audit fees and other terms of appointment
- c. Approving payment to statutory auditors, including cost auditors, if any, for any other services rendered by them
- d. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report of the Company from time to time
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Qualifications in draft audit report
- e. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
- f. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process
- h. Approval or any subsequent modification of transactions of the Company with related parties
- i. Scrutiny of inter-corporate loans and investments
- j. Valuation of undertakings or assets of the Company, wherever it is necessary
- k. Evaluation of internal financial controls and risk management systems
- l. Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit
- n. Discussion with internal auditors, any significant findings and follow-up thereon
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board
- p. Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
- q. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

- r. To review the functioning of the Whistle Blower mechanism
- s. Approval of appointment of the CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate
- t. Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- u. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- v. Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor
- w. statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- x. Reviewing the utilization of loans and/or advances to/investment in the subsidiary company exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower

(B) NOMINATION AND REMUNERATION COMMITTEE

(i) Composition

The Committee comprises of three Non-Executive Independent Directors in pursuant to Regulation 19 of the SEBI LODR Regulations. Mr. Sandeep Seth is the Chairman of the Committee. Other members of the Nomination and Remuneration Committee are Mr. Shashank and Mr. C. L. Handa. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Nomination and Remuneration Committee. The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(ii) Meetings and Attendance during the financial year 2018-19

The Nomination and Remuneration Committee met Seven times during the year. The necessary quorum was present for the Meeting. The table below provides the Attendance of the Nomination and Remuneration Committee members:

Director	05.04.2018	23.07.2018	11.08.2018	28.09.2018	01.12.2018	31.01.2019	09.02.2019
Mr. Sandeep Seth	P	P	P	P	P	P	P
Mr. Shashank	P	P	P	P	P	P	P
Mr. C.L. Handa	P	P	A	A	P	P	P

(iii) Terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:-

- a. Identifying, evaluating, and recommending appropriate Independent Directors, Executive and Non-Executive Directors on the Board of the Company based on the qualifications, positive attributes, independence of a director and availability of time with him or her to devote to the job;
- b. Evaluating the skill, knowledge, experience and effectiveness of individual directors as well as the Board as a whole;
- c. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors which includes a policy on Board diversity;

- d. Identifying the qualifications, positive attributes and evaluating and recommending the appointment and remuneration of Key Managerial Personnel and Senior Management of the Company, one level below the Board;
- e. Payment of remuneration to the directors shall be approved by a resolution passed by the Nomination and Remuneration Committee;
- f. All information about the Directors / Managing Directors / Whole time Directors i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders;
- g. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
- h. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- i. The relevant disclosures will be made in the Annual Report of the Company and wherever required;
- j. The Committee shall look into the administration and superintendence of the Employee Stock Option Scheme implemented by the Company from time to time including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

(iv) Remuneration of Directors

Remuneration to Managing Director and Whole-Time Director (Executive Directors)

Remuneration of the Managing Director and Whole-Time Director is determined periodically by the Nomination and Remuneration Committee and fixed by the Board within the permissible limits under the applicable provisions of law and approved by Shareholders.

Remuneration to Executive Directors for the financial year 2018-2019 is as under:

Name of the Director	Salary (Rs.)[^]	Stock Options	Notice Period
Mr. Snehdeep Aggarwal	1,839,600	-	3 months
Mr. Manoj Khattar *	6,605,546	2783	3 months
Ms. Jaspal Sethi@	380,000	-	3 months
Mr. A. K. Gadhok#	31,091	-	3 months

[^]Salary includes Basic Salary, Perquisites & Allowances as per Income Tax Rules and contribution to Provident Fund.

Mr. A. K. Gadhok has resigned from the post of Whole-Time Director with effect from 16th April, 2018.

@Ms. Jaspal Sethi had ceased to be Whole-Time Director on account of completion of tenure on 31st July, 2018

* Mr. Manoj Khattar was appointed as Whole-Time Director with effect from 13th August, 2018

Remuneration to Non- Executive Directors

The Non-Executive Directors are paid sitting fees within the limits prescribed under law.

The details of sitting fees paid for attending the Board/Committee Meetings to the Non-Executive Directors for the financial year 2018-2019 is as under: -

Name of the Director	Board Meeting Fees (Rs.) *	Committee Meeting Fees (Rs.) *	Total (Rs.)
Mr. C. L. Handa	8334	14443	22777
Mr. Ramesh Bhatia	2778	-	2778
Mr. A. Sahasranaman	8334	-	8334
Mr. Shashank	8334	18887	27221
Mr. Sandeep Seth	11112	18887	29999
Mr. Nikhil Aggarwal	-	-	-
Ms. Annapurna Dixit	5556	-	5556
Mr. Robert Burton Moore Jr.	-	-	-

* The above amounts are inclusive of taxes

No sitting Fees has been paid to Mr. Robert Burton Moore Jr. and Mr. Nikhil Aggarwal during the year under review.

In addition, Mr. Robert Burton Moore Jr., Non-Executive Director, was paid Consultancy Fees of Rs. 89,95,000/- during the year under review as approved by the shareholders of the Company in the Annual General Meeting held on 28th September, 2018 for holding office or place of profit.

There has been no other material pecuniary relationship or business transactions by the Company with any of the Non-Executive and Independent Directors of the Company during the year under review.

The Sitting Fees of the Directors is revised to Rs. 10,000/- per Meeting of the Board and Rs. 5,000/- per Meeting of the Committees (Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) with effect from 1st June, 2019.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Executive Directors and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

(i) Composition

The Stakeholders Relationship Committee comprises of three Non-Executive Directors and all are Independent Directors in pursuant to Regulation 20 of the SEBI Listing Regulations. Mr. Sandeep Seth is the Chairman of the Stakeholders Relationship Committee. Other members of the Stakeholders Relationship Committee are Mr. Shashank and Mr. C. L. Handa.

Ms. Shilpa Budhia, Company Secretary and Compliance Officer, acts as Secretary to the Committee.

(ii) Meetings and attendance during the Financial Year 2018-2019

The Committee met to attend shareholders queries together with the status report on the nature of queries received & the disposal thereof. Six Committee Meetings were held during the financial year.

Director	15.05.2018	17.07.2018	05.11.2018	08.12.2018	01.01.2019	15.02.2019
Mr. Sandeep Seth	P	P	P	P	P	P
Mr. Shashank	P	P	P	P	P	P
Mr. C.L. Handa	P	A	P	P	P	P

(iii) Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- a. Oversee and review all matters connected with the transfer, transposition and transmission of the Company's securities;
- b. Approve issue of the Company's duplicate share / debenture certificates, if any;
- c. Monitor redressal of investors' / shareholders' / security holders' grievances about non-receipt of declared dividend, non-receipt of Annual Reports;
- d. Oversee the performance of the Company's Registrars and Transfer Agents;
- e. Recommend methods to upgrade the standard of services to investors;
- f. Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- g. To perform all functions relating to the interests of shareholders / investors of the Company as may be required by the provisions of the Companies Act, 2013, SEBI Listing Regulations with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

Total number of complaints/communications received during the financial year were 33 (Thirty Three) only and all of them have been redressed/answered to the satisfaction of shareholders. There was one grievance which was pending during the previous financial year which was resolved in FY 2018-19. There was no investor grievance remained unattended or pending as on 31st March 2019.

(D) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**(i) Composition**

The Committee comprises of three Directors. Mr. Snehdeep Aggarwal is the Chairman of the Committee. Other members of the Committee are Mr. Ramesh Bhatia and Mr. Sandeep Seth. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the CSR Committee. The Composition of CSR Committee is pursuant to the provisions of Section 135 of the Companies Act, 2013.

(ii) Meetings and Attendance during the financial year 2018-2019

Three Meetings of the Committee were held during the year.

Director	30.07.2018	28.09.2018	30.03.2019
Mr. Snehdeep Aggarwal	P	A	P
Mr. Ramesh Bhatia	A	P	A
Mr. Sandeep Seth	P	P	P

(iii) Terms of reference

The broad terms of reference of the CSR Committee are as under:-

- a. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- b. To recommend the amount of expenditure to be incurred on the CSR activities.
- c. To monitor the implementation of the framework of the CSR Policy.
- d. To disseminate factually correct information to investors, institutions and the public at large.
- e. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Considering the cause behind the formation of the CSR Committee, the members have refused to take sitting fees.

(E) SHARE TRANSFER COMMITTEE**(i) Composition**

The Share Transfer Committee consists of two members. i.e. Mr. Snehdeep Aggarwal and Mr. Manoj Khattar. Mr. Manoj Khattar was appointed as a member of the Committee consequent to his appointment as Whole-Time Director of the Company on 13th August, 2018 and resignation of Ms. Jaspal Sethi as the Director. Mr. Ashok Kumar Gadhok had ceased to be Committee member pursuant to his resignation from the Board on 16th April, 2018.

(ii) Meetings and Attendance during the financial year 2018-2019

Fifteen Meetings of the Committee were held during the year 2018-19.

Meetings	Directors			
	Mr. Snehdeep Aggarwal	Mr. Manoj Khattar	Mr. A.K. Gadhok	Ms. Jaspal Sethi
02.04.2018	P	N.A.	P	P
05.05.2018	P	N.A.	N.A.	P
25.06.2018	P	N.A.	N.A.	P
13.08.2018	P	P	N.A.	N.A.
05.09.2018	P	P	N.A.	N.A.
21.09.2018	P	P	N.A.	N.A.
01.10.2018	P	P	N.A.	N.A.
05.11.2018	P	P	N.A.	N.A.
19.11.2018	P	P	N.A.	N.A.
26.11.2018	P	P	N.A.	N.A.
08.12.2018	P	P	N.A.	N.A.
24.12.2018	P	P	N.A.	N.A.
15.02.2019	P	P	N.A.	N.A.
20.03.2019	P	P	N.A.	N.A.
27.03.2019	P	P	N.A.	N.A.

(iii) Terms of Reference

The Board has delegated the authority for approving transfer, transmission, name deletions, etc. of the Company's securities to the Share Transfer Committee.

(F) MANAGEMENT COMMITTEE**(i) Composition**

The Management Committee consists of three members. i.e. Mr. Snehdeep Aggarwal, Mr. C. L. Handa and Mr. Manoj Khattar. Mr. Manoj Khattar was appointed as a member of the Committee consequent to his appointment as Whole-Time Director of the Company on 13th August, 2018. Mr. Ashok Kumar Gadhok had ceased to be Committee member pursuant to his resignation from the Board on 16th April, 2018.

(ii) Meetings and Attendance during the financial year 2018-2019

Sixteen Meetings of the Committee were held during the year 2018-19.

Meetings	Directors			
	Mr. Snehdeep Aggarwal	Mr. A.K. Gadhok	Mr. C.L. Handa	Mr. Manoj Khattar
04.04.2018	P	P	P	N.A.
23.04.2018	P	N.A.	P	N.A.
11.05.2018	P	N.A.	P	N.A.
05.06.2018	P	N.A.	P	N.A.
12.07.2018	P	N.A.	P	N.A.
10.08.2018	P	N.A.	P	N.A.
27.08.2018	P	N.A.	A	P
14.09.2018	P	N.A.	A	P
16.10.2018	P	N.A.	P	P
31.10.2018	P	N.A.	P	P
14.11.2018	P	N.A.	P	P
03.12.2018	P	N.A.	P	P
20.12.2018	P	N.A.	P	P
19.01.2019	P	N.A.	P	P
06.03.2019	P	N.A.	P	P
19.03.2019	P	N.A.	P	P

Terms of Reference

The broad terms of reference of the Management Committee are as under:-

- a. Availing term loans/working capital facilities/vehicle loans for business purposes from banks/financial institutions for an amount not exceeding Rs.700 crore including accepting sanction letters and renewal of existing bank limits, forex transactions and all such matters which are required for dealing with the banks/financial institutions on routine basis.
- b. Authorisation for dealing/liasing with various Statutory/Regulatory authorities including state, central authorities viz., Income Tax, FEMA, MCA, SEBI, Pollution Control Board, Municipal Corporation, Telecom authorities, Service Tax authorities, VAT authorities, GST authorities etc. and vendors.
- c. Authorisation for opening and closing of bank accounts, changes in signatories for operating the bank accounts etc.
- d. Authorisation for making investments in securities quoted on the stock exchanges.
- e. Authorisation for making investments in group companies.
- f. To take up any other assignments as may be granted by the Board from time to time.

(G) MEETING OF INDEPENDENT DIRECTORS

As per Regulation 25(3) and 25(4) of the SEBI LODR Regulations, during the year under review, all the Independent Directors met on 17th November, 2018 and discussed inter-alia on:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Managing Director of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Directors also discussed on the compliance status and the performance of the Company over a period of three years and expressed their satisfaction on the same.

GENERAL BODY MEETINGS

The location and time of the Annual General Meeting held during the last 3 years were as follows:-

Annual General Meeting (AGM)	Date	Time of AGM	Location	No. of Special Resolutions passed
31 st AGM	28 th September, 2018	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	2
30 th AGM	27 th September, 2017	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	6
29 th AGM	29 th September, 2016	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	-

All resolutions moved at the Annual General Meeting held on 29th September, 2016, 27th September, 2017, 28th September, 2018 were passed through Poll (electronically and physical ballot).

No Extraordinary General Meetings were held during the last 3 years

POSTAL BALLOT

No resolution has been moved by the shareholders of the Company by way of Postal Ballot during the year under review.

PROCEDURE FOR POSTAL BALLOT

In compliance with Regulation 44 of the SEBI Listing Regulations and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The company engages the services of NSDL for the purpose of providing voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

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

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

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot and e-voting are then announced by the Chairman/authorized officer. The results are also displayed on the Company's website www.bhartiyafashion.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agents. The last date of E-Voting is deemed to be the date of passing of the resolutions as per Secretarial Standard.

Special resolution proposed to be passed by way of Postal Ballot

None of the businesses proposed to be transacted in the ensuing AGM require the passing of a special resolution by way of Postal Ballot.

MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the SEBI Listing Regulations, with the Stock Exchanges.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language newspaper (Business Standard in English, Hindi and Dinamani / Dhina Suriyan in Tamil), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results and officials press releases are displayed on the Bhartiya Group's website: www.bhartiyafashion.com.
- (iv) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- (vi) Investors' presentation etc. are sent to stock exchanges and uploaded on the Company's website. Half yearly communication on the operational and financial performance of the Company is sent to the shareholders.
- (vii) A separate dedicated section under "Investors Relation", on the Company's website gives information on all disclosures filed with stock exchanges and all other information and documents that are required to be placed on the website of the Company under SEBI LODR regulations and other relevant information of interest to the investors / public.

GENERAL SHAREHOLDER INFORMATION

1.	AGM: Date, Time and Venue:	Day and Date: Thursday, 26 th September 2019 Time: 2:00 P.M. Venue: Auditorium, National Institute of Siddha, Trichy Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu
2.	Financial Calendar for 2019-2020	
	Financial year - April to March	
	Results for Quarter ending 30 th June 2019:	by 14 th of August, 2019
	Results for Quarter ending 30 th September 2019:	by 14 th of November, 2019
	Results for Quarter ending 31 st December 2019:	by 14 th of February, 2020
	Year ending 31 st March 2020:	by the 30 th of May, 2020

3.	Book Closure:	Friday the 20 th September 2019 to Thursday the 26 th September 2019 (both days inclusive)
4.	Dividend Payment Date:	On or before 25 th October 2018 if declared at Annual General Meeting on 26 th September 2019

5. Listing on Stock Exchanges & Stock Code

The Company is listed at following Stock Exchanges:-

1. BSE Limited (Stock Code: 526666) and
2. National Stock Exchange of India Ltd. (Stock Code: Symbol-BIL, Series - BE)

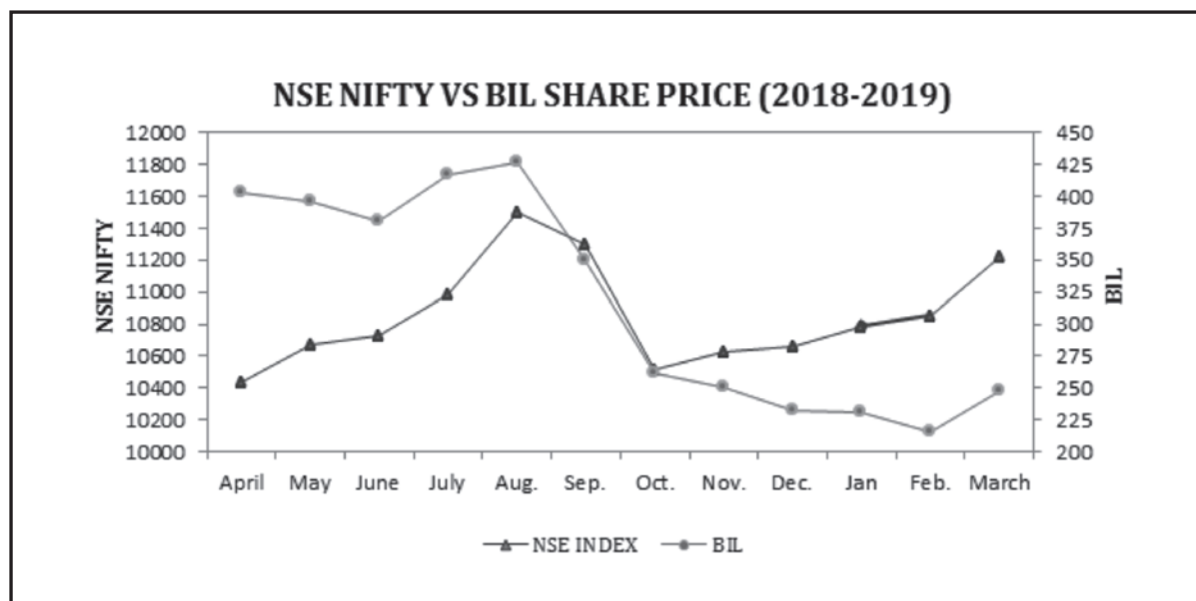
The Annual listing fee for the year 2019-2020 has been duly paid to both the Stock Exchanges. Demat ISIN Number with NSDL & CDSL for Equity shares - INE 828A01016

Annual Custody Issuer fee for the financial year 2019-2020 has been paid by the Company to NSDL and CDSL.

6. Market Price Data: High, Low during each month in last financial year

Months	BIL			Months	NSE Nifty		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-18	414.90	390.45	402.68	Apr-18	10759.00	10111.30	10435.15
May-18	414.95	376.00	395.48	May-18	10929.20	10417.80	10673.50
Jun-18	415.00	347.00	381.00	Jun-18	10893.25	10550.90	10722.08
Jul-18	478.00	356.25	417.13	Jul-18	11366.00	10604.65	10985.33
Aug-18	478.00	375.25	426.63	Aug-18	11760.20	11234.95	11497.58
Sep-18	415.00	283.45	349.23	Sep-18	11751.80	10850.30	11301.05
Oct-18	298.65	225.00	261.83	Oct-18	11035.65	10004.55	10520.10
Nov-18	283.85	216.90	250.38	Nov-18	10922.45	10341.90	10632.18
Dec-18	255.30	210.00	232.65	Dec-18	10985.15	10333.85	10659.50
Jan-19	245.00	215.20	230.10	Jan-19	10987.45	10583.65	10785.55
Feb-19	230.00	200.00	215.00	Feb-19	11118.10	10585.65	10851.88
Mar-19	294.95	199.00	246.98	Mar-19	11630.35	10817.00	11223.68

Stock Performance in comparison to broad-based indices such as Nifty, S&P Sensex, etc.



- 7. Registrar & Share Transfer Agent : MAS Services Ltd.**
(For both Physical & Electronic Transfer etc.)
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110 020
Tel. No. 26387281-83, Fax No. 26387384
E-mail: info@masserv.com

8. Share Transfer System

Share transfers are processed and share certificates duly endorsed are returned within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Share Transfer Committee which consists of two members i.e. Mr. Snehdeep Aggarwal & Mr. Manoj Khattar, Directors of the Company. Share transfer/ transmissions approved by the Committee are placed at the Board Meeting from time to time. Company Secretary of the Company acts as Secretary of the Committee. A summary of transfer/transmission of securities of the Company so approved by the Share Transfer Committee is placed at every Board Meeting / Stakeholders Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the said certificate with Stock Exchanges. As at 31st March, 2019 there was no Equity Share pending for Transfer, also there was no Demat Request pending as on 31st March, 2019.

During the year under review, in terms of amended provisions of Regulation 40 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with National Stock Exchange of India Limited circular NSE/CML/2018/26 dated July 9, 2018 and BSE circular LIST/COMP/15/2018-19 dated July 5, 2018 and subsequent circulars issued in this regard, the Company took special efforts through its Registrar and Share Transfer Agent by sending letters including reminder letters to the shareholders holding shares in physical mode, advising them to dematerialise their shares on or before the prescribed due date specified by SEBI by opening a Demat account with any of the Depository Participants and also sensitizing them that transfer of shares shall not be allowed in physical form on and after the prescribed due date.

Accordingly, the Company has not been accepting requests for transfer of shares held in physical form w.e.f. April 1, 2019 in terms of aforesaid provisions. Any shareholder who is desirous of transferring shares, which are held in physical form, after April 1, 2019, can do so only after the shares are dematerialised. Shareholders of the Company may please note that the above amended provisions are not applicable in case of requests for transmission (i.e. transfer of title of shares by way of inheritance/succession) and transposition (i.e. rearrangement / interchanging of the order of name of shareholders). In terms of provisions of SEBI circular SEBI/HO/ MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the Company has completed dispatch of letters including reminder letters to the shareholders holding shares in physical mode whose PAN/ Bank account details were not registered with the Company, requesting them to register the same. Members holding shares in physical form are requested to register and/or update their PAN/ Bank account details with the Company's Registrar & Share Transfer Agent and those holding shares in electronic form shall register/update such details with their Depository Participants (DPs).

9. Distribution of Shareholding as on 31st March, 2019

No. of Shares	Shareholders		Shareholding	
	Number	% to total	Number	% to total
Upto 500	4307	89.51	390316	3.20
501-1000	221	4.59	165704	1.36
1001-2000	91	1.89	134730	1.11
2001-3000	31	0.64	76225	0.63
3001-4000	37	0.77	129314	1.06
4001-5000	24	0.50	110070	0.90
5001-10000	37	0.77	275614	2.26
10001 & above	64	1.33	10912201	89.49
Total	4812	100.00	12174174	100.00

10. Shareholding Pattern as on 31st March 2019

Category	No. of Share held	% of Paid up Capital
Promoters Holding	1483612	12.17
Persons acting in concert	4310950	35.35
Banks/Trusts/Financial Institutions	5200	0.04
Central Government/State Government (IEPF)	39989	0.33
NRIs/OCBs/Foreign National/FII	1082777	8.88
Indian Corporate Bodies/LLPs	2775137	22.76
Indian Public (Individual and HUF)	2447512	20.05
Directors and relatives	47025	0.39
Clearing Members	4972	0.04
Total	12174174	100.00

11. Top Ten Shareholders as on 31st March 2019

Sl. No.	Particulars	No. of shares	% of total shares of the Company
1	Bhartiya Global Ventures Private Limited	1850000	15.17
2	Superfine Carpets Private Limited	1256244	10.30
3	Bhartiya Infotech Private Limited	1000000	8.20
4	TIMF Holdings	706474	5.79
5	Bhartiya Advisory Services Private Limited	681926	5.59
6	Karuna Ventures Private Limited	400000	3.28
7	Girish Shankarlal Dhoot	315000	2.58
8	Share Point LLP	285500	2.34
9	Morgan Stanley Asia (Singapore) PTE.	278315	2.28
10	Dwarkadhish Trading Private Limited	190000	1.56

- 12. Dematerialization of shares and liquidity share** : As on 31st March 2019, 99.06% of the Paid-up capital has been dematerialized.
- 13. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity** : As on 31.03.2019, no warrants were outstanding. 3,00,000 warrants allotted to Non-Promoter Group in FY 2017-18 were forfeited on 13th October 2018 due to non-exercise of right for conversion of warrants into Equity shares.
During the year under review, the Company had also allotted 12920 equity shares under Employee Stock Option 2013 to the employees of the Company who had exercised their right to convert stock options into Equity shares. This results in increase in paid up Equity Capital to Rs.12,19,41,740/-. The Company had also granted 30,000 fresh stock options during the year.
- 14. Plant Locations** : Bengaluru, Chennai, Tada.
- 15. Address for Correspondence** : Registered Office
Bhartiya International Ltd. 56/7, Nallambakkam Village, (Via Vandalur), Chennai – 600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com
Company Secretary and Compliance Officer
Ms. Shilpa Budhia
Bhartiya International Ltd.
56/7, Nallambakkam Village,
(Via Vandalur), Chennai –600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com

DISCLOSURES

1. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company (www.bhartiyafashion.com)

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

2. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements
3. Company has laid down adequate procedure to inform the Board about the risk assessment and risk minimization procedures. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
4. Commodity price risks and commodity hedging activities – The Company is exposed to the risk of price fluctuation of raw materials and manages these risks proactively through inventory management and proactive vendor development practices.
5. There have been no instances of non-compliance by the Company on any matter related to capital markets and no penalties or strictures have been imposed by SEBI or the Stock Exchange during the last three years.
6. In compliance with the SEBI regulations on prevention of Insider Trading, the Company has constituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation. Further, as per the guidelines on (Prohibition of Insider Trading) Regulations, 2015, the company has implemented a Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable
8. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Company has obtained the certificate in this regard and the same is annexed as a part of the report.
9. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable
10. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Payment to Statutory Auditor	In Lakhs
Particulars	F.Y. 2018-19
Audit Fee	10.00
Tax Audit Fee	Nil
Other Services	4.50
Reimbursement	0.40
Total	14.90

11. Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanization provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

12. Subsidiary Company

None of the subsidiary of the Company falls within the meaning of "Material Non-listed Indian subsidiary" as designed by the SEBI Listing Regulations. However, the Company has formulated the Material Subsidiary policy and uploaded the same on the website of the Company (www.bhartiyafashion.com)

The Company monitors the performance of its subsidiary companies, inter alia, by the following means:

The financial statements and the minutes of the Board Meetings of the subsidiary companies are noted at the Board Meetings respectively of the Company.

13. The Company has complied with all mandatory requirements of Corporate Governance as specified under Regulation 27 of the SEBI Listing Regulations.

Non-Mandatory Requirements

The Non-Mandatory requirements have been adopted by the Company to the extent it is in line with the nature of business activities of the Company. However, steps have been taken to implement the other requirements in a phased manner.

The Company is sending half yearly communication to its shareholders highlighting the financial and operational performance. The Internal Auditor is reporting to the Audit Committee. The Board comprises of 3 Executive Directors including one Managing Director. The company has deployed a CEO for fashion business separately.

Insider Trading Code

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations").

The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations, duly amended.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct

As per requirement of Regulation 17(5) of the SEBI Listing Regulations, with the Stock Exchanges, the Board has laid down a Code of Conduct ("the Code") for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of Bhartiya Group www.bhartiyafashion.com. All Board members and Senior Management Personnel at firm compliance with the code on an annual basis and the declaration to that effect by Mr. Snehdeep Aggarwal is attached to this report.

A Code of conduct applicable to all the employees of the Group has been communicated, which are to be followed in day to day work life. To help, guide and align our behaviors as we make business decisions that impact our daily operations, we rely on our Employee Code of Conduct, which outlines our values and describes our standards for conduct, compliance, and avoiding conflicts of interest. It supports our continuing commitment to honest and ethical conduct and compliance with both the letter and the spirit of all laws, rules, and regulations, and our company's policies, standards, and procedures.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate and to take necessary penal action for any act of sexual harassment, which includes unwelcome sexually determined behaviour. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment.

Use electronic applications processing systems (neaps) and bse listing center

All compliances related filings like financials results, shareholding pattern, corporate governance report, investors' complaints status, media releases etc. are also filed electronically in NEAPS and BSE Listing Center.

Sebi Complaint Redress System (Scores)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaints and its current status.

Management Discussion And Analysis Report (MDA)

MDA is attached separately in this Annual Report.

Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the Stock Exchanges, NSDL and CDSL and is placed before the Stakeholders Relationship Committee of the Board of Directors of the Company. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

Corporate Identity Number (CIN)

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L74899TN1987PLC111744.

Demat Suspense Account/ Unclaimed Suspense Account

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

Transfer of Unclaimed / Unpaid Dividend to Investor Education and Protection Fund Authority

The Company shall be transferring the unclaimed/unpaid dividends as mentioned hereunder to the Investor Education and Protection Fund Authority, established by the Central Government, in terms of the provisions of Section 124 & 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The tentative schedule for unclaimed dividend to be transferred to Investor Education and Protection Fund Authority is as under:

Financial Year Ended	Date by which unclaimed dividend amount will be credited/transferred to the "Investor Education and Protection Fund"
31.03.2012	01.11.2019
31.03.2013	28.10.2020
31.03.2014	13.10.2021
31.03.2015	26.10.2022
31.03.2016	03.11.2023
31.03.2017	01.11.2024
31.03.2018	02.11.2025

Members who have not encashed their Dividend Warrants for the above financial years/period may approach the Company's Registrar & Share Transfer Agent for obtaining duplicate Dividend Warrants/Revalidation of Dividend Warrants.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In compliance with the provisions of Section 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as on date the Company has transferred 39989 (0.33%) equity shares of Rs. 10 each of the Company, on which dividend remained unclaimed or unpaid for a period of seven consecutive years or more, to the Investor Education and Protection Fund Authority (IEPF Authority).

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

The Company has sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPFA 2nd August, 2019, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice on 3rd August, 2019 informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

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

Nomination Facility

Your Company is pleased to offer the facility of nomination to members. Pursuant to Section 72 of the Companies Act, 2013, the members, who hold shares in the physical form and wish to avail nomination facility, are requested to send the duly complete nomination form, available on the website of the Company www.bhartiyafashion.com, to the Registrar and Share transfer Agent of the Company. The Members, who hold shares in the electronic form and wish to avail nomination facility, are requested to send separate request to their respective Depository Participant(s) only.

Consolidation of Folios and Avoidance of Multiple Mailing

In order to enable the Company to reduce costs and duplication of efforts for investor servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would help in monitoring the folios more effectively. Members may write to the Registrar and Share Transfer Agent at their address given earlier, indicating the folio numbers to be consolidated.

National Electronic Clearing Services (NECS) Mandate

Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

Compliance Certificate

The Statutory Auditors M/s. KASG & Co., Chartered Accountants, have certified that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations and the same is annexed to this Report.

CODE OF CONDUCT DECLARATION**Declaration**

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As provided under Regulation 26 (3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel have affirmed compliance with Bhartiya International Limited Code of Business Conduct and Ethics for the year ended 31st March, 2019.

Sd/-

Snehdeep Aggarwal

Chairman

Gurugram, 27th May, 2019**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Bhartiya International Ltd.
56/7, Nallambakkam Village, (Via Vandalur),
Chennai - 600048 (Tamil Nadu)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhartiya International Limited having CIN L74899TN1987PLC111744 and having registered office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamilnadu 600048 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

For RSM & CO.
Company Secretaries

CS Ravi Sharma
Partner

FCS NO. 4468, C.P. NO. 3666

New Delhi, 22nd July, 2019

CEO/CFO CERTIFICATION

To
The Board of Directors
Bhartiya International Ltd.

We, Manoj Khattar, Whole-Time Director and Raj Kumar Chawla, Chief Financial Officer, responsible for the finance function to the best of our knowledge and belief, certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2019 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2019 are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. i. There has not been any significant change in internal control over financial reporting during the year under reference;
ii. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
iii. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board

Gurugram, 27th May 2019

Sd/-
Manoj Khattar
Whole-Time Director

Sd/-
Raj Kumar Chawla
Chief Financial Officer

AUDITORS CERTIFICATE REGRADING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Bhartiya International Ltd.

We have examined the compliance of Conditions of Corporate Governance by Bhartiya International Ltd. ("the Company") for the financial year ended on 31st March, 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For K A S G & CO.
Firm Registration No. 002228C
Chartered Accountants

R B Sharma
Partner
Mem. No. 075701
Gurugram, 6th August, 2019

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

**To,
The Members of
Bhartiya International Ltd.**

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bhartiya International Ltd. ('the Holding Company') and its subsidiaries and associate (collectively referred to as 'the Company' or 'the Group'), comprising the consolidated balance sheet as at 31st March, 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated Cash Flow Statement and the Consolidated Statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, its Consolidated Profit and Consolidated other comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the other matters paragraph below 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 and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries and associates were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries and associates were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial statement and Auditor's Report Thereon :

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to

the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, and its associate companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 consolidated 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 did not audit the financial statements of five overseas subsidiaries and four local subsidiary, whose financial statements reflect total assets of Rs 183.22/- crore as at 31st March, 2019, total revenues of Rs. 265.79/- crore and net cash inflows amounting to Rs 2.28/- crore for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

We have relied on the unaudited financial statements of both the associates wherein the group's share of Profit aggregate Rs.0.80 crore. These unaudited financial statements, as approved by the respective Board of Directors of these companies, have been furnished to us by the management and our report insofar as it relates to the amounts included in respect of the associates is based solely on such approved unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on other Legal and Regulatory requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive Income, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind As as specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019, taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2019, from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - 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/ provided by the Holding Company and its Indian Subsidiaries 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 Auditors' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) The provision has been made in the Consolidated Financial Statement as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma
Partner
Mem. No. 075701

Gurugram, 27th May, 2019

ANNEXURE TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Bhartiya International Ltd. ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

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') issued by ICAI 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 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma
Partner
Mem. No. 075701
Gurugram, 27th May, 2019

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

Rs. in Lakhs

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	5	10,642.26	8,917.08
(b) Capital Work-in-Progress	5.1	997.49	2,432.74
(c) Investment Property	6	562.13	568.10
(d) Goodwill		25.25	25.25
(e) Intangible Assets	7	133.37	176.04
(f) Intangible Assets under Development	7.1	-	23.35
(g) Investments Accounted for using Equity Method	8	12,347.17	12,088.24
(h) Financial Assets			
(i) Investments	9	0.01	0.01
(ii) Trade receivables			
(iii) Loans	10	196.87	134.58
(iv) Other Financial Assets	11	2,593.55	499.19
(i) Deferred tax assets		23.56	35.66
(j) Other Non-Current Assets	12	714.54	710.21
2 Current Assets			
(a) Inventories	13	40,103.47	34,325.44
(b) Financial Assets			
(i) Investments	14	-	598.89
(ii) Trade Receivables	15	12,308.53	19,086.13
(iii) Cash and Cash Equivalents	16	3,736.90	2,706.61
(iv) Bank Balances other than Cash & Cash Equivalents	17	800.49	693.24
(v) Loans	18	301.72	577.25
(vi) Others Financial Assets	19	4,259.52	4,741.35
(c) Current Tax Assets (net)		59.34	153.37
(d) Other Current Assets	20	1,959.62	2,501.33
TOTAL ASSETS		91,765.79	90,994.06
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	21	1,219.42	1,218.13
(b) Other Equity	22	38,276.25	36,272.00
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	5,977.14	4,728.39
(ii) Other Financial Liabilities	24	153.18	135.68
(b) Provisions	25	136.47	128.98
(c) Other Non-Current Liabilities	26	27.83	42.72
(d) Deferred Tax Liabilities	27	1,005.45	699.97
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	28	31,519.06	29,224.28
(ii) Trade payables	29		
- Total outstanding dues of micro enterprises and small enterprises		943.14	448.62
- Total outstanding dues of creditors other than micro enterprises and small enterprises		9,262.84	14,537.81
(iii) Other Financial Liabilities	30	2,182.89	2,327.09
(c) Provisions	31	356.15	186.10
(d) Other Current Liabilities	32	596.77	797.14
(e) Current Tax Liabilities (Net)		109.20	247.15
TOTAL OF EQUITY AND LIABILITIES		91,765.79	90,994.06
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**For and on behalf of the Board****R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

**CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2019**

Particulars	Note No.	Rs. in Lakhs	
		Year Ended 31st March, 2019	Year Ended 31st March, 2018
INCOME			
Revenue from Operations	33	74,799.74	71,051.66
Other Income	34	1,198.07	725.54
Total Income		<u>75,997.81</u>	<u>71,777.20</u>
EXPENSES			
Cost of material Consumed	35	34,190.80	24,582.17
Purchases of Stock-in-Trade		11,968.38	22,316.94
Change in Inventories of Finished Goods	36	(1,365.72)	(2,078.79)
Employee Benefits Expense	37	4,656.38	4,795.95
Finance Costs	38	3,053.31	1,956.07
Depreciation and Amortization Expense	39	812.70	748.28
Other Expenses	40	19,830.78	16,752.68
Total Expenses		<u>73,146.63</u>	<u>69,073.30</u>
Profit/ (Loss) before Share of net Profit/(Loss) of Associate		2,851.18	2,703.90
Share of net Profit/(Loss) of Associates		80.35	(118.07)
Profit / (Loss) before tax		<u>2,931.53</u>	<u>2,585.83</u>
Tax Expenses			
i - Current Tax	41	636.61	817.91
ii Deferred Tax		318.13	24.70
Profit / (Loss) for the year		<u>1,976.79</u>	<u>1,743.22</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		2.60	5.98
Income tax relating to above items		0.38	(2.59)
Total Comprehensive Income for the Year		<u>1,979.77</u>	<u>1,746.61</u>
Profit Attributable to :			
Owners		1,979.04	1,746.66
Non-Controlling Interests		(2.25)	(3.44)
Other Comprehensive Income Attributable to :			
Owners		2.98	3.38
Non-Controlling Interests		-	0.01
Total Comprehensive income Attributable to :			
Owners		1,982.02	1,750.04
Non-Controlling Interests		(2.25)	(3.43)
Earnings Per Equity Share of Face Value			
Basic (in Rs.)		16.25	14.42
Diluted (in Rs.)		16.11	14.28
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements 1 to 54			

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**For and on behalf of the Board****R.B.Sharma**Partner
Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj KhattarWhole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2019**

Rs. in Lakhs

Particulars	Equity Share Capital										Notes	Amount		
	Share application Money pending for Allotment	Share Money Received Against Share Warrant	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve			Retained Earnings	Other Comprehensive Income (defined benefit plan)
Balance as at 31st March, 2017													117,409.45	
Change in Equity Share Capital during the year 2017-18													21.1	4,403.09
Balance as at 31st March, 2018													21.1	121,812.54
Change in Equity Share Capital during the year 2018-19													21.1	129.20
Balance as at 31st March, 2019													21.1	121,941.74
Other Equity (Refer note no. 22)														
Balance as at 31st March, 2017	1,800.00	1,050.00	1,050.00	344.91	85.00	153.24	(57.74)	46.21	5,188.22	2,901.29	14,082.71	(14.54)	25,579.30	
Profit for the year	-	-	-	-	-	(3.43)	-	-	-	-	1,746.66	-	1,743.23	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	3.38	3.38	
Securities premium on issue of share	-	-	-	-	-	-	-	-	2,549.15	-	-	-	2,549.15	
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	-	205.23	(205.23)	-	-	
Employee Stock Option Reserve for the year	-	-	-	74.93	-	-	-	-	-	-	-	-	74.93	
Transfer to Security premium on issue of share	-	-	-	(173.03)	-	-	-	-	-	-	-	-	(173.03)	
Equity Shares issued during the year	(1,800.00)	(600.00)	(600.00)	-	-	-	-	-	-	-	-	-	(2,400.00)	
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	-	-	(173.70)	-	(173.70)	
Preferential Shares warrant forfeited	-	(450.00)	(450.00)	-	450.00	-	-	-	-	-	-	-	-	
Preferential Shares warrant issued during the year	-	390.75	390.75	-	-	-	-	-	-	-	-	-	390.75	
Currency Fluctuation Reserve during the year	-	-	-	-	-	-	253.81	-	-	-	-	-	253.81	
Share of Associate Pre-Acquisition Profit	-	-	-	-	-	-	-	8,424.18	-	-	-	-	8,424.18	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

Particulars	Share application Money pending for Allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Reserves and Surplus			Total		
							Capital Reserve	Securities Premium	General Reserve		Retained Earnings	Other Comprehensive Income (defined benefit plan)
Capital Reserve Created during the year	-	-	-	-	-	0.38	-	-	(0.38)	-		
Balance as at 31st March, 2018	-	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.37	3,106.52	15,450.06	(11.16)	36,272.00
Profit for the year	-	-	-	-	(0.01)	-	-	-	-	1,976.80	-	1,976.79
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	2.98	2.98
Securities premium on issue of share	-	-	-	-	-	-	-	60.82	-	-	-	60.82
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	200.00	(200.00)	-	-
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	-	-	-	35.98
Transfer to Security premium on issue of share	-	-	(55.65)	-	-	-	-	-	-	-	-	(55.65)
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	-	(177.69)	-	(177.69)
Preferential Shares warrant forfeited	-	(390.75)	-	390.75	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	-	(17.57)	-	-	-	-	-	(17.57)
Share of Associate Prior period Profit Adj.	-	-	-	-	-	-	-	-	-	178.59	-	178.59
Capital Reserve created during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	-	-	227.14	925.75	149.80	178.50	8,470.77	7,798.19	3,306.52	17,227.76	(8.18)	38,276.25

Component of other Equity Nature and Purpose

Securities Premium Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.

General Reserve Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".

As per our report of even date attached

For K A S G & CO.

Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma

Partner
Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Director
DIN: 006694981

Ramesh Bhatia

Director
DIN: 0052320

For and on behalf of the Board

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) Before Tax as per Statement of Profit and Loss	2,931.53	2,585.83
<i>Adjustment for :</i>		
Share of (profit)/Loss of Associates	(80.35)	118.07
Finance Cost	3,053.31	1,956.06
Depreciation and Amortisation Expenses	812.70	748.27
Provision for Employee Stock Option Benefits	35.98	74.93
Loss/(Profit) on sale of Fixed Assets (net)	(0.23)	-
Loss/(Profit) on sale of Investments (net)	(45.80)	(121.06)
Rental Income	(394.57)	(268.86)
Dividend Income	(0.01)	(6.98)
Interest Income	(32.50)	(79.36)
Government Grant Income	(2.07)	(1.33)
Net Loss/(Gain) on investment fair value through profit and loss	-	(49.22)
	6,277.99	4,956.35
Operating Profit/(Loss) before Working Capital Changes		
<i>Movements in Working Capital:</i>		
Increase/ (decrease) in trade payables	(4,780.45)	9,237.12
Increase/ (decrease) in other financial liabilities	(126.43)	217.34
Increase/ (decrease) in other liabilities	(213.19)	558.04
Increase/ (decrease) in provisions	179.98	130.52
Decrease/ (increase) in inventories	(5,778.03)	(6,294.70)
Decrease/ (increase) trade receivables	6,777.60	(9,954.96)
Decrease/ (increase) in loan	213.24	(383.44)
Decrease/ (increase) in other current financial assets	492.77	(2,598.69)
Decrease/ (increase) in other current assets	541.71	(661.30)
Decrease/ (increase) in other non-current assets	(2,094.36)	12.24
Decrease/ (increase) in other non-current financial assets	10.83	(423.50)
Cash (used in) / Generated from Operations	1,501.66	(5,204.98)
Income tax paid (Net)	(680.51)	(677.95)
Currency Fluctuation reserve consolidation	(17.58)	253.81
Net Cash (used in)/ Generated from Operating Activities - (A)	803.57	(5,629.12)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(1,047.81)	(3,377.36)
Capital advance/Capital creditors (net)	(16.16)	(56.92)
Proceeds from sale of fixed assets	6.44	18.75
Proceeds from sale of current investments(net)	644.69	134.38
Dividend income on current investments	0.01	6.98
Security deposit	17.50	10.53
Rental Income	394.57	268.86
Interest Income	32.50	79.36
Fixed Deposit with bank	(107.25)	83.55
Net Cash from/ (used in) Investing Activities - (B)	(75.51)	(2,831.87)

CONSOLIDATED STATEMENT OF CASH FLOW (CONTD.)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	1,231.99	1,970.15
Proceeds from short-term borrowings (net)	2,294.78	6,258.61
Money Received against Share Warrant / Share Application	-	390.75
Share Capital including securities premium	6.46	20.15
Interest and processing fees paid (net)	(3,053.31)	(1,956.06)
Dividend paid (including dividend tax)	(177.69)	(173.70)
Net Cash from/ (used in) Financing Activities - (C)	<u>302.23</u>	<u>6,509.90</u>
Net Increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	1,030.29	(1,951.09)
Cash and cash equivalents as at beginning of the year	2,706.61	4,657.70
Cash and Cash Equivalents as at the end of the year	<u>3,736.90</u>	<u>2,706.61</u>
Components of Cash and Cash Equivalents:		
Cash on hand	25.05	28.42
Balances with scheduled banks:		
In current accounts	3,235.76	2,678.19
In deposit accounts	476.09	-
Cash and Cash Equivalents in Cash Flow Statement	<u>3,736.90</u>	<u>2,706.61</u>

As per our report of even date attached
For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem. No. 075701
Gurugram, 27th May, 2019

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Holding Company') is a public ltd. company with domicile in India and incorporated under the provisions of the Companies Act applicable in India. The Holding Company and its subsidiaries (hereinafter referred to as "the Group") is engaged in the business of manufacturing and trading of leather products & textile products. The Holding Company has its registered office at Chennai and its corporate office at Gurugram, Haryana.

2 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The consolidated financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 PRINCIPLES OF CONSOLIDATION

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

The audited / unaudited financial statements of foreign subsidiaries / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates.

The Group accounts for its share of post-acquisition changes in net assets of associates after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated balance sheet.

4 SIGNIFICANT ACCOUNTING POLICIES

4.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

4.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Group amortizes computer software using the straight-line method over the period of 3 years.

4.4 Lease

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

4.5 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net relisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

4.6 Cash & Cash Equivalents

The Group cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

4.7 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Group accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.8 Financial Instruments

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

Financial Assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at Fair Value Through Profit and Loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial Assets are subsequently classified as measured at

- Amortised Cost
- Fair Value through Profit and Loss (FVTPL)
- Fair Value through other Comprehensive Income (FVOCI).

Debt Instruments:

Debt instruments are initially measured at amortised cost, Fair Value through other Comprehensive Income ('FVOCI') or Fair Value through Profit or Loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial Assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial Assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A Financial Asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments:

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

4.9 Provision and Contingent Liabilities

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

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

4.10 Revenue Recognition

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the Effective Interest Rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

4.11 Foreign Currency Translation

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.12 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4.13 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

4.14 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

4.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

4.16 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

4.17 Critical Estimates and Judgements -

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

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

The Areas Involving Critical Estimates or Judgement are:

Estimation of Defined benefit obligation

Estimation of current tax expenses and Payable

Useful lives of depreciable assets

Provision and contingent liability

Carry value of investment in associates

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**5. PROPERTY, PLANT AND EQUIPMENT****Rs. in Lakhs**

Particulars	LAND Freehold		OTHER THAN LAND					Total
	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount								
Balance as at 31st March, 2017	255.70	3,790.57	3,555.15	237.36	159.58	274.67	124.96	8,397.99
Addition	-	122.38	1,100.00	269.28	95.53	43.79	43.45	1,674.43
Disposal	-	-	1.86	7.16	34.41	-	0.10	43.53
Balance as at 31st March, 2018	255.70	3,912.95	4,653.29	499.48	220.70	318.46	168.31	10,028.89
Addition	-	1,315.73	1,018.46	48.43	8.97	39.91	29.52	2,461.02
Disposal	-	-	-	38.93	2.89	-	15.07	56.89
Balance as at 31st March, 2019	255.70	5,228.68	5,671.75	508.98	226.78	358.37	182.76	12,433.02
Accumulated Depreciation								
Balance as at 1st April, 2017	-	153.75	178.42	35.11	38.74	43.00	24.38	473.40
Addition	-	153.76	307.92	70.50	32.22	46.98	51.82	663.20
Disposal	-	-	0.25	-	24.54	-	-	24.79
Balance as at 31st March, 2018	-	307.51	486.09	105.61	46.42	89.98	76.20	1,111.81
Addition	-	145.50	374.33	73.92	31.65	48.40	44.88	718.68
Disposal	-	-	-	33.56	2.04	-	4.13	39.73
Balance as at 31st March, 2019	-	453.01	860.42	145.97	76.03	138.38	116.95	1,790.76
Net Carrying Amount								
Balance as at 31st March, 2018	255.70	3,605.44	4,167.20	393.87	174.28	228.48	92.11	8,917.08
Balance as at 31st March, 2019	255.70	4,775.67	4,811.33	363.01	150.75	219.99	65.81	10,642.26

5.1 Capital Work in Progress**Rs. in Lakhs**

31st March, 2018	2,432.74
31st March, 2019	997.49

5.2 Building includes Rs. 18.50 Lakhs (Previous year Rs. 18.50 Lakhs) acquired in an earlier year, are pending registration in the name of company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**6. INVESTMENT PROPERTIES****Rs. in Lakhs**

Particulars	Land & Building
Gross Carrying Amount	
Balance as at 31st March, 2017	589.92
Addition	
Disposal	
Balance as at 31st March, 2018	<u>589.92</u>
Addition	4.94
Disposal	
Balance as at 31st March, 2019	<u>594.86</u>
Accumulated Depreciation	
Balance as at 1st April, 2017	10.91
Addition	10.91
Disposal	
Balance as at 31st March, 2018	<u>21.82</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2019	<u>32.73</u>
Net Carrying Amount	
Balance as at 31st March, 2018	568.10
Balance as at 31st March, 2019	<u>562.13</u>
Fair Value	
As at 31st March, 2018	3,207.87
As at 31st March, 2019	3,443.27

6.1 INVESTMENT PROPERTIES

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Rental income derived from investment properties	283.53	231.05
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income Arising from Investment Properties before Depreciation	<u>283.53</u>	<u>231.05</u>
Depreciation	10.91	10.91
Income from Investment Properties (Net)	<u>272.62</u>	<u>220.14</u>

Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area. This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

7. INTANGIBLE ASSETS	Rs. in Lakhs		
	Particulars	Goodwill	Computer Software
Gross Carrying Amount			
Balance as at 31st March, 2017	7.99	206.67	214.66
Addition	-	62.64	62.64
Disposal	-	-	-
Balance as at 31st March, 2018	<u>7.99</u>	<u>269.31</u>	<u>277.30</u>
Addition	-	40.44	40.44
Disposal	-	-	-
Balance as at 31st March, 2019	<u>7.99</u>	<u>309.75</u>	<u>317.74</u>
Accumulated Depreciation			
Balance as at 31st March, 2017	0.12	26.97	27.09
Addition	0.11	74.06	74.17
Disposal	-	-	-
Balance as at 31st March, 2018	<u>0.23</u>	<u>101.03</u>	<u>101.26</u>
Addition	7.76	75.35	83.11
Disposal	-	-	-
Balance as at 31st March, 2019	<u>7.99</u>	<u>176.38</u>	<u>184.37</u>
Net Carrying Amount			
Balance as at 31st March, 2018	7.76	168.28	176.04
Balance as at 31st March, 2019	-	133.37	133.37

7.1 Intangible Assets Under Development

31st March, 2018	23.35
31st March, 2019	-

8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	No. of Shares/Units	As at 31st March, 2019	No. of Shares/Units	As at 31st March, 2018
Investments in Associates (Unquoted at Cost)				
(a) Investment in Associate Company #				
Equity Shares	34,393,260	<u>12,347.17</u>	34,393,260	<u>12,088.24</u>
		<u>12,347.17</u>		<u>12,088.24</u>
#Particulars of Investment in Associate company				
A) Bhartiya City Developers Pvt. Ltd.				
% of ownership interest		36.77%		36.77%
Cost of Acquisition		3,782.56		3,782.56
Share of Pre Acquisition Reserves & Surplus		8,424.17		8,424.17
Share of Post Acquisition Reserves & Surplus		141.12		(117.91)
Carrying Value		<u>12,347.85</u>		<u>12,088.82</u>
B) Tada Mega Leather Cluster Pvt. Ltd.				
% of ownership interest		50.00%		50.00%
Cost of Acquisition		0.50		0.50
Share of Post Acquisition Reserves & Surplus		(1.18)		(1.08)
Carrying Value		<u>(0.68)</u>		<u>(0.58)</u>
Total (A+B)		<u>12,347.17</u>		<u>12,088.24</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**9. NON-CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Units(No.)	Amount (Rs.)	Units(No.)	Amount(Rs.)
A Investments in Mutual Funds (Unquoted)				
At Fair value through Profit and loss				
i) Reliance ETF Liquid BeES	1.061	0.01	1.021	0.01
		<u>0.01</u>		<u>0.01</u>
Aggregate amount of unquoted Investments		0.01		0.01
Aggregate amount of impairment in value of unquoted Investments		-		-

10. NON-CURRENT LOAN

Particulars	As at	As at
	31st March, 2019	31st March, 2018
(Unsecured & Considered Good)		
(a) Security and Other Deposits	135.89	98.55
(b) Loan to Employee	60.98	36.03
(c) Loan Receivables which have significant increase in credit risk	-	-
(d) Loan Receivables-credit impaired	-	-
TOTAL	<u>196.87</u>	<u>134.58</u>

11. OTHER NON CURRENT FINANCIAL ASSETS

(a) Other Advances	2,593.55	499.19
TOTAL	<u>2,593.55</u>	<u>499.19</u>

12. OTHER NON CURRENT ASSETS

(a) Capital Advances	91.63	76.47
(b) Security Deposit with Govt. Authority	96.18	96.19
(c) Prepaid Expenses	1.80	-
(d) Prepayment Lease Rent	524.93	537.55
TOTAL	<u>714.54</u>	<u>710.21</u>

13. INVENTORIES

(a) Raw Materials	28,409.29	26,303.73
(b) Raw Materials -In transit	80.98	114.63
(c) Stock-in-Progress	1,257.54	1,278.44
(d) Finished Goods	7,994.36	6,293.31
(e) Consumable Store	2,361.30	335.33
TOTAL	<u>40,103.47</u>	<u>34,325.44</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**14. CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on		As on	
	31st March, 2019		31st March, 2018	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
a) Investment In Equity Instrument (Quoted)				
At Fair value through Profit and Loss				
Alkyl Amines Chemicals Ltd.	-	-	4,579	27.20
Astra Microwave Products Ltd.	-	-	46,443	35.62
DCB Bank Ltd.	-	-	31,695	51.20
Intellect Design Arena Ltd.	-	-	37,198	61.49
Karur Vysya Bank	-	-	6,387	6.42
Kirloskar Brothers Ltd.	-	-	7,496	23.29
Majesco Ltd.	-	-	5,627	27.64
Monte Carlo Fashions Ltd.	-	-	2,130	9.99
Navneet Education Ltd.	-	-	16,540	23.62
Persistent Systems Ltd.	-	-	3,400	23.60
Premier Explosives Ltd.	-	-	10,534	35.25
Power Mech Projects Ltd.	-	-	5,130	43.43
Praj Industries Ltd.	-	-	58,449	46.93
Pricol Ltd.	-	-	30,389	26.33
RPG Life Sciences Ltd.	-	-	8,729	33.33
Visaka Industries Ltd.	-	-	12,961	83.84
Voltamp Transformers Ltd.	-	-	3,724	39.71
Total (A)		-		<u>598.89</u>
b) Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Rayalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total (B)		-		-
Total (A+B)		-		<u>598.89</u>
Aggregate amount of Quoted Investments		-		<u>598.89</u>
Market Value of quoted Investments		-		598.89
Aggregate amount of unquoted Investments		-		-

15. TRADE RECEIVABLES

Rs. in Lakhs

Particulars	As at	As at
	31st March, 2019	31st March, 2018
(Unsecured, considered good)		
(a) Trade Receivable	12,308.53	19,086.13
(b) Receivable from related parties	-	-
TOTAL	<u>12,308.53</u>	<u>19,086.13</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**16. CASH AND CASH EQUIVALENT****Rs. in Lakhs**

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Balances with Banks- in current A/c		
In current accounts	3,235.76	2,678.19
In deposit accounts (<i>Less than three month</i>)	476.09	-
b) Cash on Hand	25.05	28.42
TOTAL	<u>3,736.90</u>	<u>2,706.61</u>

17. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	791.84	684.19
b) Unclaimed dividend accounts	8.65	9.05
TOTAL	<u>800.49</u>	<u>693.24</u>

17.1 Fixed deposits of Rs. 79,184,093/- (previous year Rs. 63,877,055/-) are pledged with the banks for various limits and facilities granted.

18. CURRENT LOAN

(Unsecured & Considered Good)		
(a) Security and Other Deposits	72.05	63.13
(b) Loans / Advances to Related Parties (refer note no. 54)	60.49	-
(c) Other Advances	-	0.96
(d) Loan to Employee	169.18	513.16
TOTAL	<u>301.72</u>	<u>577.25</u>

19. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive receivable	1,363.68	931.02
b) Insurance claim receivable	132.22	195.61
c) Vat /GST receivable	2,201.03	3,605.23
d) Other Advance	22.77	9.49
e) Forward Contract Assets	539.82	-
TOTAL	<u>4,259.52</u>	<u>4,741.35</u>

19.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the Commissioner of Customs (exports) with the Joint Secretary (RA), Ministry of Finance, Department of Revenue, Govt. of India New Delhi, against the favorable order in appeal by the Commissioner of Custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

20. OTHER CURRENT ASSETS

a) Advances with Suppliers	1,465.24	2,260.12
b) Prepaid Expenses	283.74	178.01
c) Security Deposit with Govt. Authority	2.12	-
d) Mat Credit Entitlement	16.69	15.78
e) Other Advances	179.21	29.91
f) Prepayment Lease Rent	12.62	17.51
TOTAL	<u>1,959.62</u>	<u>2,501.33</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**21. SHARE CAPITAL****Rs. in Lakhs**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital		
a) 20,000,000 (31st March, 2018: 20,000,000) Equity Shares of Rs. 10/- each	2,000 .00	2,000.00
b) 500,000 (31st March, 2018: 500,000) Preference Shares of Rs. 100/- each	500 .00	500.00
	<u>2,500 .00</u>	<u>2,500.00</u>
Issued, Subscribed & Paid up :		
a) 12,194,174 (31st March, 2018: 12,181,254) Equity Shares of Rs.10/- each fully paid Up.	1,219.42	1,218.13
Total	<u>1,219.42</u>	<u>1,218.13</u>

21.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2019 No. of Shares	As at 31st March, 2019 Amount(Rs.)	As at 31st March, 2018 No. of Shares	As at 31st March, 2018 Amount(Rs.)
Shares outstanding at the beginning of the year	12,181,254	1,218.12	11,740,945	1,174.09
Shares Issued during the year	12,920	1.29	440,309	44.03
Shares outstanding at the end of the year	12,194,174	1,219.41	12,181,254	1,218.12

21.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at 31st March, 2019 No. of Shares	As at 31st March, 2019 % of Holding	As at 31st March, 2018 No. of Shares	As at 31st March, 2018 % of Holding
(a) Snehideep Aggarwal	1,143,362	9.38	1,143,362	9.39
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.21
(c) Bhartiya Global Ventures Pvt. Ltd.	1,850,000	15.17	1,850,000	15.19
(d) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.59	681,926	5.60
(e) TIMF Holdings	706,474	5.79	706,474	5.80
(f) Superfine Carpets Pvt.Ltd.	1,256,244	10.30	1,236,684	10.15

21.3 Shares Reserved for issue under options

Particulars	As at 31st March, 2019 No. of Shares	As at 31st March, 2018 No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/- each, at an exercise price of Rs.50/- per share	99,518.00	93,004
b) Preferential Share warrant issued on 14th April, 2017 convertible into equity at a price of Rs.521/	-	300,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

21.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	Rs. in Lakhs		
	31st March, 2019	31st March, 2018	31st March, 2017
Shares issued during the period of five Years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	12,920	40,309	27,097

31st March, 2016 31st March, 2015

21.5 The Company has only one class of equity shares having a par values of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

21.6 During the year, the company has allotted 12,920 Equity share of Rs.10/- each fully paid to its employees under Employee Stock Option Plan (ESOP 2013).

22. Other Equity

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Reserves and Surplus			Total		
							Capital Reserve	Securities Premium	General Reserve		Retained Earnings	Other Comprehensive Income/(defined benefit plan)
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	153.24	(57.74)	46.21	5,188.22	2,901.29	14,082.71	(14.54)	25,579.30
Profit for the year	-	-	-	-	(3.43)	-	-	-	-	1,746.66	-	1,743.23
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	3.38	3.38
Securities Premium on issue of share	-	-	-	-	-	-	-	2,549.15	-	-	-	2,549.15
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	205.23	(205.23)	-	-
Employee Stock Option Reserve for the year	-	-	74.93	-	-	-	-	-	-	-	-	74.93
Transfer to Security Premium on issue of share	-	-	(173.03)	-	-	-	-	-	-	-	-	(173.03)
Equity Shares issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	-	(173.70)	-	(2,400.00)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	-	-	-	-	-	(173.70)
Preferential Shares Warrant Forfeited	-	(450.00)	-	450.00	-	-	-	-	-	-	-	-
Preferential Shares Warrant issued during the year	-	390.75	-	-	-	-	-	-	-	-	-	390.75
Currency Fluctuation Reserve	-	-	-	-	-	253.81	-	-	-	-	-	253.81
Share of Associate Pre-Acquisition Profit	-	-	-	-	-	-	8,424.18	-	-	-	-	8,424.18
Capital Reserve created during the year	-	-	-	-	-	-	0.38	-	-	(0.38)	-	-
Balance as at 31st March, 2018	-	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.37	3,106.52	15,450.06	(11.16)	36,272.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs											
	Share application money pending for allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)	Total
Profit for the year	-	-	-	-	(0.01)	-	-	-	-	1,976.80	-	1,976.79
Other Comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	2.98	2.98
Securities Premium on issue of share	-	-	-	-	-	-	-	60.82	-	-	-	60.82
Transfer from Retained Earnings to General Reserve	-	-	-	-	-	-	-	200.00	(200.00)	-	-	-
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	-	-	-	35.98
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	-	-	-	(55.65)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	-	-	(177.69)	-	-	(177.69)
Preferential Shares Warrant forfeited	-	(390.75)	-	390.75	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	-	(17.57)	-	-	-	-	-	(17.57)
Earlier year Adjustment- Share of Profit of Associates	-	-	-	-	-	-	-	-	178.59	-	-	178.59
Balance as at 31st March, 2019	-	-	227.14	925.75	149.80	178.50	8,470.77	7,798.19	3,306.52	17,227.76	(8.18)	38,276.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

23. NON-CURRENT BORROWINGS

Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
- Term Loans from Banks	5,927.40	4,658.23
- Vehicle Loans from Banks	49.74	70.16
TOTAL	5,977.14	4,728.39

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

Nature of Security	Terms of Repayment
23.1 Term Loans from HDFC Bank, balance outstanding amounting to Rs 323.56 lacs (31st March, 2018 is Rs. 485.33 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %).
23.2 Term Loans from HDFC Bank, subsequent disbursement , balance outstanding amounting to Rs 73.68 lacs (31st March, 2018 is Rs. 110.52 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %).
23.3 Term Loans from HDFC Bank, balance outstanding amounting to Rs 490.00 lacs (31st March, 2018 is Rs. 630 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Instalment starting from November 2017. Last instalment due in August 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.1 %).
23.4 Term Loans from HDFC Bank, balance outstanding amounting to Rs.2228.70 lacs (31st March, 2018 is Rs.2346.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Instalment starting from October 2018. Last instalment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.10 %).
23.5 Term Loans from HDFC Bank, balance outstanding amounting to Rs.180.17; lacs (31st March, 2018 is Rs.231.65 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Instalment starting from February 2018. Last instalment due in August 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.1%).
23.6 Term Loan from Axis Bank, balance outstanding amounting to Rs. Nil (31st March, 2018 is Rs. 180.00 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bengaluru, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Instalment starting from September 2015. Last instalment due in March 2019. Rate of interest 9.25 % p.a. as at year end (previous year - 9.00% p.a.).
23.7 Term Loan from Yes Bank, balance outstanding amounting to Rs. 400.00 Lacs (31st March, 2018 is Rs. 500) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Instalment starting from June 2018. Last instalment due in March 2023. Rate of interest 10.50 % p.a. as at year end (previous year - 10%).
23.8 Term Loans from Kotak Bank, balance outstanding amounting to Rs 221.87 lacs (31st March, 2018 is Rs. 263.11 lacs) is secured by exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 61 Monthly Instalment starting from March 2018. Last instalment due in March 2023. Rate of interest 10.40 % p.a. as at year end (previous year - 10.70%).
23.9 Term Loans from Indusand Bank, balance outstanding amounting to Rs 2752.25 lacs (31st March, 2018 is Nil) is secured by Exclusive charge on undergone project and Cash Flows, receivables, book debts and revenue of the company.	The Loan is repayable in 16 Quarterly Instalment starting from March 2022. Last instalment due in December 2025. Rate of interest 4.19 % p.a. as at year end.
23.10 Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**24. OTHER NON-CURRENT FINANCIAL LIABILITIES** Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Security Deposit with Related Parties	153.18	135.68
TOTAL	<u>153.18</u>	<u>135.68</u>

25. NON-CURRENT PROVISION

(a) Provision for Employees Benefit	136.47	128.98
TOTAL	<u>136.47</u>	<u>128.98</u>

26. OTHER NON-CURRENT LIABILITIES

(a) Government Grant	27.71	29.78
(b) Advance Lease Rent	0.12	12.94
TOTAL	<u>27.83</u>	<u>42.72</u>

27. DEFERRED TAX LIABILITIES (NET)**a) Deferred Tax Liabilities**

Related to Fixed Assets	1,005.45	699.97
TOTAL	<u>1,005.45</u>	<u>699.97</u>

28. CURRENT BORROWING**Secured**

- Working Capital Loans From Banks	31,519.06	29,224.28
TOTAL	<u>31,519.06</u>	<u>29,224.28</u>

28.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets, specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.

28.2 Working Capital facilities in Overseas Subsidiaries are secured against Corporate Guarantee/SBLC of Holding company.

29. TRADE PAYABLES

(a) Payable to others than Micro and small Enterprises	9,262.84	14,537.81
(b) Payable to Micro and small Enterprises	943.14	448.62
TOTAL	<u>10,205.98</u>	<u>14,986.43</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****Due to Micro and Small Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As at 31st March, 2019	As at 31st March, 2018
a) The principal amount remaining unpaid to any supplier at the end of the year	943.14	448.62
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

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

30. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Current maturities of Long -Term Debt	796.90	813.66
(b) Interest Accrued	101.67	91.81
(c) Unpaid dividend	8.65	7.32
(d) Due to employee	430.34	581.88
(e) Expenses payable	420.21	316.46
(f) Statutory Dues Payable	192.75	161.48
(g) Capital Payables	85.40	86.41
(h) Other Payable	146.97	64.92
(i) Derivatives-Foreign Exchange Forward Contract	-	203.15
Total	<u>2,182.89</u>	<u>2,327.09</u>

31. PROVISIONS

(a) Provision for Employees Benefits	356.15	186.10
TOTAL	<u>356.15</u>	<u>186.10</u>

32. OTHER CURRENT LIABILITIES

(a) Advance from Customer	588.78	784.49
(b) Advance Lease Rent	7.99	12.65
TOTAL	<u>596.77</u>	<u>797.14</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**33. REVENUE FROM OPERATIONS**

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Sales of Products		
(a) Sales Manufactured Goods	47,367.29	40,061.94
(b) Sales Stock-in-Trade	23,807.81	27,441.86
Sales of Services	272.72	-
Other Operating Revenues		
(a) Export Incentives	3,516.30	2,975.16
(b) Foreign Exchange Gain/(Loss)	(164.38)	572.70
TOTAL	<u>74,799.74</u>	<u>71,051.66</u>

34. OTHER INCOME

(a) Interest Income from Loans & Advances	32.50	79.36
- Bank Deposit		
- Current Investment		
- Loan & Advances		
(b) Dividend Income from Current Investment	0.01	6.98
- Current Investments		
- Non-Current Investments	-	-
- Subsidiaries	-	-
(c) Other Non Operating Income		
- Profit on sale of Current Investments (Net)	45.80	121.06
- Rental Income	394.57	268.86
- Profit on sale of Fixed Assets	0.40	-
- Other Income	724.79	200.06
- Net Gain on measured of investment through Profit & loss Account	-	49.22
TOTAL	<u>1,198.07</u>	<u>725.54</u>

35. COST OF MATERIALS CONSUMED

Opening Stock	26,418.35	22,224.04
Add : Purchases	38,624.01	28,763.87
	65,042.36	50,987.91
Less : Closing Stock	30,851.56	26,418.35
Excise Duty	-	12.61
TOTAL	<u>34,190.80</u>	<u>24,582.17</u>

36. CHANGE IN INVENTORIES OF FINISHED GOODS

Opening Stock	6,628.64	4,549.85
Closing Stock	7,994.36	6,628.64
Decrease/(Increase)	<u>(1,365.72)</u>	<u>(2,078.79)</u>

37. EMPLOYEE BENEFIT EXPENSES

(a) Salary & Allowances	4,082.18	4,193.66
(b) Contribution to Provident & Other fund	298.88	273.01
(c) Staff Welfare Expenses	239.34	254.35
(d) Employee Stock Option Plan	35.98	74.93
TOTAL	<u>4,656.38</u>	<u>4,795.95</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

38. FINANCE COSTS		Rs. in Lakhs	
Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018	
(a) Interest Expense- Net	2,406.04	1,812.80	
(b) Borrowing Cost	394.47	143.27	
(c) Exchange difference regarded as an adjustment to borrowing cost	252.80	-	
TOTAL	<u>3,053.31</u>	<u>1,956.07</u>	
39. DEPRECIATION AND AMORTISATION			
(a) Depreciation on Property Plant and Equipment	718.68	663.20	
(b) Depreciation on Intangible Assets	83.11	74.17	
(c) Depreciation on Investment on Properties	10.91	10.91	
TOTAL	<u>812.70</u>	<u>748.28</u>	
40. OTHER EXPENSES			
i) Manufacturing Expenses			
(a) Fabrication Charges	12,000.18	9,977.13	
(b) Other Manufacturing Expenses	439.96	282.12	
(c) Freight & Cartage	136.86	102.82	
ii) Selling & Administrative Expenses			
(a) Legal And Professional Charges	1,070.17	1,147.23	
(b) Power & Fuel	356.48	326.52	
(c) Bank Charges	470.38	354.95	
(d) Repair & Maintenance			
- Building	67.78	13.22	
- Plant & Machinery	134.23	122.45	
- Others	589.21	297.20	
(e) Communication	107.96	122.65	
(f) Rates Taxes & Duties	44.81	67.89	
(g) Insurance	74.52	87.15	
(h) Rent	385.08	357.28	
(i) Travelling & Conveyance	1,327.35	1,365.41	
(j) Freight on Exports	996.68	653.23	
(k) Commission, Brokerage & Discount	395.14	483.83	
(l) Loss on Sale /Discard of Fixed Assets	0.17	4.78	
(m) Misc. Expenses	704.86	616.23	
(n) Expenditure towards CSR activities	9.97	13.26	
(o) Directors Meeting Fees	2.73	3.77	
(p) Packing Expenses	349.63	315.34	
(q) Bad Debts	128.04	1.50	
(r) Auditors Remuneration	38.59	36.72	
TOTAL	<u>19,830.78</u>	<u>16,752.68</u>	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**41. TAX EXPENSES**

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
i) Current Tax		
(a) Current Income Tax	636.61	817.91
(b) Income Tax For earlier Year		
	<u>636.61</u>	<u>817.91</u>
ii) Deferred Tax		
(a) Related To Capital Assets	318.13	24.70
Income tax expenses reported in statement of profit and loss	<u>954.74</u>	<u>842.61</u>
Effective Income Tax Rate	<u>32.57%</u>	<u>32.59%</u>

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Accounting profit before tax	2,931.53	2,585.83
Statutory Income Tax Rate	34.944%	34.608%
Computed tax expenses	1,024.39	894.91
Tax in respect of earlier years	8.62	49.76
Unabsorbed capital loss	-	14.59
Long term capital gain exempt for taxation	(16.00)	(27.86)
Lower tax on capital gain	-	(8.96)
Income exempt from taxation	-	(2.42)
Non taxable/ differential tax rate of subsidiaries	(42.18)	(117.99)
Impact of share of profit/(loss) of associates	(28.08)	40.86
Deduction under section 24 of income tax act	(29.62)	(16.31)
Non-Deductable expenses for tax purpose	37.61	16.03
Income Tax Charge to Statement of Profit and Loss Account	<u>954.74</u>	<u>842.61</u>

42. CONTINGENT LIABILITIES

Particulars	As at	
	31st March, 2019	31st March, 2018
i) Letter of Credit / Import Bills outstanding -	834.69	303.15
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima SA	9,257.58	7,182.31
- World Fashion Trade Ltd.	242.06	228.06
iii) Bill Discounted with Bank	400.58	1,387.21
iv) Other Guarantee given by bank -with corporation Bank	20.85	44.67
v) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia SRL & World Fashion Trade Ltd.	388.40	1,704.27
vi) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	525.32	525.32
viii) Corporate Guarantee executed by the subsidiary company to bank against facilities granted by bank to parent company	2,400.00	2,400.00

42.1 Capital and other Commitments

i) Estimated value of contract remaining to be executed on capital Account and not provided for	173.45	20.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	12.22	179.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**43. EMPLOYEE BENEFITS PLANS**

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident fund*	203.27	159.52
b) Employees State Insurance Corporation	6.85	2.71

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Expected return on plan assets	7.69%	7.88%
Discount rate	7.69%	7.88%
Salary increase rate	6.00%	6.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Current Service Cost	52.28	41.86
Net Interest Expenses	10.16	4.18
Past Service Cost	-	24.64
Components of defined benefit costs recognised in profit or Loss	<u>62.44</u>	<u>70.68</u>
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	(0.64)	(9.50)
Return On Plan Assets	(6.02)	3.52
Net(Income)/Expenses for the year ended recognized in OCI	<u>(6.66)</u>	<u>(5.98)</u>

iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation

Particulars	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Present Value of Defined Benefit Obligation	394.96	357.45
Fair Vale of Plan Asset	(258.16)	(228.47)
Net Liability arising from Defined Benefit Obligation	<u>136.80</u>	<u>128.98</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).iv) **Movements in the present value of the defined benefit obligation are as follows:**

Rs. in Lakhs

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening Defined Obligation	357.45	275.74
Interest Cost	27.89	17.61
Current Service Cost	52.28	41.86
Past Service Cost	-	24.64
Benefits Paid Directly by the employer	(42.01)	(1.38)
Actuarial (gains)/ Losses	(0.64)	(1.02)
Closing Defined Benefit Obligation	<u>394.97</u>	<u>357.45</u>

v) **Movements in the fair value of the plan assets are as follows:**

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening fair Value of Plan Assets *	228.47	188.56
Interest Income	17.72	13.43
Contribution by the Employer	10.00	30.00
Return on Plan Assets Excluding Interest Income	1.96	(3.52)
Closing fair Value of Plan Assets	<u>258.15</u>	<u>228.47</u>

* **Fund Managed by the approved Insurance Company Kotak Life Insurance**

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Investment With Insurer	100.00%	100.00%

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(25.23)	28.89
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	26.35	(23.99)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(18.49)	24.77
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	20.40	(17.91)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.42	(2.83)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**44. EARNING PER SHARE**

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit/(loss) for the year	1,979.78	1,750.04
No. of share at the beginning of the year (A)	12,181,254	11,740,945
Equity allotted during the year	12,920	440,309
Weighted average shares (B)	3,673	393,320
Weighted average shares outstanding (nos.) (A+B)	12,184,927	12,134,265
Effect of diluted number of share		
Add:- Employee stock option plan	44,551	50,596
Add:- Convertible preferential share warrant	40,274	72,123
Weighted average number of equity share for diluted earning per share	12,269,752	12,256,984
Basic earning per share	16.25	14.42
Diluted earning per share	16.11	14.28

45. Operating Lease**(a) Assets taken on Lease**

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	40.20	1.00
Later than one year and not later than five years	181.40	4.00
Later than five years	284.39	35.00

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	136.08	252.35
Later than one year and not later than five years	18.90	154.98
Later than five years	-	-

46. Export Promotion Capital Goods (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. Employee Stock Option Plan

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January , 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The details of the ESOPs granted so far are provided below:

Rs. in Lakhs

Grant date		April 5, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	April 05, 2019	April 05, 2020	April 05, 2021	April 05, 2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant date		February 03, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	February 03, 2019	February 03, 2020	February 03, 2021	February 03, 2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant date		December 31, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		December 31, 2016	December 31, 2017	December 31, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		September 16, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		September 16, 2016	September 16, 2017	September 16, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		January 28, 2014	
Vesting tranche		Vesting I	Vesting II
Vesting date		1st February, 2015	1st March, 2015
%age of vesting		50.00	50.00
Exercise Price (in Rs.)		156.00	156.00

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2019 is as under:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Number of options outstanding at the beginning of the period	93,004	115,329
Number of options granted during the year	30,000	30,000
Number of options forfeited / lapsed during the year	10,566	12,016
Number of options vested during the year	38,484	39,812
Number of options exercised during the year	12,920	40,309
Number of shares arising as a result of exercise of options	12,920	40,309
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 6,46,000	Rs. 20,15,450
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	99,518	93,004
Number of options exercisable at the end of the year	42,518	16,954

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

	Rs. in Lakhs			
Date of Grant	September 16, 2015	December 31, 2015	February 3, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

48. Event Occurring after Balance Sheet date

The board of Directors has recommended Equity dividend of Rs.1.20/- per share (Previous year Rs.1.20/-) for the financial year 2018-19.

49. Details of Corporate Social Responsibility (CSR) Expenditure

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Gross amount required to be spent	44.91	45.51
(b) Amount spent:		
(i) Construction/acquisition of any asset		-
(ii) On purpose other than (i) above	9.97	13.26
(c) Administrative expenses		-

50. Expenses Capitalised During the Year

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries ,Allowances and bonus	883.74	198.00
Legal and professional expenses	-	10.74

51. Fair Value Measurement

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net Asset Value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation Techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
Level 1		Level 2	Level 3	
Financial Assets				
At Amortised Cost				
Trade Receivable	12,308.53	-	-	12,308.53
Cash & Cash Equivalents	3,736.90	-	-	3,736.90
Other Bank Balance	800.49	-	-	800.49
Loans	498.59	-	-	498.59
Other Financial Assets	6,313.25	-	-	6,313.25
At FVTPL				
Investments	0.01	0.01	-	-
Other Financial Assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	37,496.20	-	-	37,496.20
Trade Payables	-	-	-	-
Other Financial Liabilities	2,336.07	-	-	2,336.07
At FVTPL				
Other Financial Liabilities	-	-	-	-
Particulars	As at 31st March, 2018			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	19,086.13	-	-	19,086.13
Cash & Cash Equivalents	2,706.62	-	-	2,706.62
Other Bank Balance	693.24	-	-	693.24
Loans	711.83	-	-	711.83
Other Financial Assets	5,240.54	-	-	5,240.54
At FVTPL				
Investments	598.90	598.90	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	33,952.67	-	-	33,952.67
Trade Payables	14,986.43	-	-	14,986.43
Other Financial Liabilities	2,259.63	-	-	2,259.63
At FVTPL				
Other Financial Liabilities	203.15	-	203.15	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

52. Capital Management

"For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents."

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 23, 28 & 30)	38,293.10	34,766.33
Less: Cash and cash equivalents (Note 16)	(3,736.90)	(2,706.61)
Net debt	34,556.20	32,059.72
Equity Share Capital	1,219.42	1,218.13
Other Equity	38,276.25	36,272.00
Total Capital	39,495.67	37,490.13
Capital and Net Debt	74,051.87	69,549.85
Gearing Ratio	46.66%	46.10%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

Disclosures as required under Schedule III to the Companies Act, 2013, of the enterprises consolidated as Subsidiary/Associates :

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As a % of Consolidated net assets	Amount	As a % of Consolidated Profit	Amount
Parent :	86.40	26,911.80	85.17	1,617.71
Subsidiary				
Indian Subsidiaries				
Bhartiya Global Marketing Ltd.	1.29	400.89	(0.46)	(8.66)
J&J Leather Enterprises Ltd.	1.70	530.57	1.98	37.59
Bhartiya International SEZ. Ltd.	4.32	1,344.86	(0.80)	(15.28)
Bhartiya Fashion Retail Ltd	-	1.00	0.25	4.71
Bhartiya Urban Infrastructure Ltd.	0.01	2.93	-	0.06
Foreign Subsidiaries				
World Fashion Trade Ltd.	(0.30)	(92.03)	1.14	21.68
Design Industry China Ltd.	(0.44)	(137.27)	(6.27)	(119.16)
Ultima SA	15.19	4,732.15	23.71	450.28
Ultima Italia SRL	5.45	1,698.44	0.86	16.41
Design Industry Ltd. Hongkong	0.51	159.99	1.31	24.83
Sub Total		35,553.33		2,030.17
Inter-company Elimination & Consolidation Adjustments	(14.14)	(4,404.73)	(6.88)	(130.75)
Grand Total		31,148.60		1,899.42
Non-Controlling Interest in Subsidiaries		(147.55)		2.25
Share of Profit in Associates		8,347.08		80.35
		39,348.12		1,982.02

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

53. Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Less than 6 month	11953.82	17,192.21
More than 6 month	354.71	1,893.92

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	32,315.96	3,209.90	2,767.24	38,293.10
Trade Payable	10,205.98	-	-	10,205.98
Other Financial Liabilities	1,539.17	-	-	1,539.17

Particulars	As at 31st March, 2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	30,037.94	3,438.09	1,290.30	34,766.33
Trade Payable	14,986.43	-	-	14,986.43
Other Financial Liabilities	1,649.11	-	-	1,649.11

Market Risk

Market Risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest Rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	38,293.10	34,766.33
% of Borrowings out of above bearing variable rate of interest	82.31%	84.06%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	730.46	621.27
100 bp decrease would Increase the profit before tax by	730.46	621.27

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st, March, 2019		As at 31st, March, 2018	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	36.17	359.30	69.43	348.16
EURO	8.33	147.49	32.24	117.60
GBP	41.68	53.26	27.00	23.24
HKD	107.78	91.52	404.04	88.00
RMB	5.29	10.30	7.06	9.05
CHF	153.06	101.86	126.42	122.70

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	125.06	(125.06)	226.16	(226.16)
EURO	32.34	(32.34)	129.29	(129.29)
GBP	187.96	(187.96)	123.78	(123.78)
HKD	47.42	(47.42)	167.74	(167.74)
RMB	2.33	(2.33)	3.65	(3.65)
CHF	531.88	(531.88)	430.68	(430.68)
Foreign Currency Monetary Liabilities				
USD	(1,242.28)	1,242.28	(1,134.32)	1,134.32
EURO	(572.63)	572.63	(471.66)	471.66
GBP	(240.18)	240.18	(106.62)	106.62
HKD	(40.27)	40.27	(36.53)	36.53
RMB	(4.54)	4.54	(4.68)	4.68
CHF	(353.96)	353.96	(418.01)	418.01
Impact on Profit or Loss as at the end of reporting year	(1,526.87)	1,526.87	(1,090.52)	1,090.52

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Other Price Risks

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Other Price Risk Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Impact on Price before Tax	272.90	393.60
BSE Sensex 30- Increase 5%	13.65	19.68
BSE Sensex 30- Decrease 5%	(13.65)	(19.68)

54. Related Party Disclosures as per Ind AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Associate Parties		
Bhartiya City Developers Pvt. Ltd.	India	37%
Tada Mega Leather Cluster Pvt Ltd.	India	50%
ii) Executive Directors		
Snehdeep Aggarwal		Managing Director
Jaspal Sethi		Whole Time Director (resigned from 31.07.18)
A.K .Gadhok		Whole Time Director (resigned from 16.04.18)
Manoj Khattar		Whole Time Director (appointed from 13.08.18)
iii) Non-Executive Directors		
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Amrishpal Singh		Director
Nikhil Aggarwal		Director
Walter Willi Zwahlen		Director
Robert Burton Moore Jr		Director
iv) Enterprises owned or significantly influenced by Executive Directors or their Relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
v) Relatives of Executive Directors with whom transactions have taken place:		
Kanwal Aggarwal		
Arjun Aggarwal		
vi) Trust (Post Employment Benefit Plan)		
Bhartiya International Ltd. Employees Group Gratuity Scheme		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Rs. in Lakhs

b) Transactions during the year with Related Parties :

Particulars	2018-19	2017-18
1. Ticketing		
Itopia Management Services (India) Pvt. Ltd	-	87.92
2. Salaries		
Snehdeep Aggarwal	18.40	18.40
Jaspal Sethi	3.80	12.68
A.K.Gadhok	0.31	7.04
Manoj Khattar	66.06	-
Amrishpal Singh	3.00	3.00
Nikhil Aggarwal	95.89	86.72
Walter Willi Zwahlen	82.39	81.11
3. Lease Rent / Rent Paid		
Kanwal Aggarwal	-	0.80
4. Lease Rent Received		
Parushni Interior Designs Pvt Ltd	18.00	18.00
5. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	5.00	1.50
Robert Burton Moore Jr	89.95	-
6. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	3.78	7.68
7. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.23	0.30
Sandeep Seth	0.30	0.33
Shashank	0.30	0.26
A. Sahasranaman	0.08	0.11
Annapurna Dixit	0.06	0.11
Sanjay Baweja		0.06
8. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	10.00	30.00
c) Balances Outstanding at the year end:		
1. Loans / Advance Paid		
Bhartiya City Developers Pvt Ltd	60.49	-
2. Expenses/Other Payables		
Itopia Management Services (India) Pvt. Ltd.	-	5.06
Amrishpal singh	0.25	0.25
3. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	159.79	159.79
Parushni Interior Designs Pvt. Ltd.	1.50	1.50

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**For and on behalf of the Board****R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

CONSOLIDATED FINANCIAL SUMMARY**Rs. in Lakhs**

Particulars	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Equity Share Capital	786.38	866.38	946.38	1046.38	1106.38	1106.38	1121.38	1171.38	1174.09	1218.13	1219.42
Reserves & Surplus	8915.05	9584.10	10597.23	12007.26	13113.65	14518.27	16276.96	20014.16	25579.31	36272.00	38276.25
Net Worth	9850.72	10749.66	11949.95	13300.71	14395.12	15798.28	17864.48	22394.47	26753.41	37490.13	39495.67
Capital Employed	12418.81	12951.37	12908.50	14613.58	17572.83	19521.88	21582.50	26468.25	30699.56	43225.88	46795.74
Gross Fixed Assets	4633.08	4935.44	6857.03	7926.79	8907.95	9591.43	10428.12	12109.72	9422.58	12787.52	13773.50
Net Fixed Assets	3191.73	3246.21	4906.96	5729.65	6557.74	6888.19	7316.30	8412.82	8922.09	11574.45	11798.37
Export Sales including Export Incentives	18201.11	20635.10	19523.02	25067.32	30306.03	41440.95	55812.77	62215.89	64194.24	71051.66	74799.74
Other Income	(151.61)	(3.93)	246.16	231.92	315.73	351.49	333.80	378.91	618.56	725.54	1198.07
Total Income	18049.50	20631.17	19769.18	25299.24	30621.76	41792.44	56146.57	62600.50	64812.80	71777.20	75997.81
EBITDA	1980.00	1707.06	2102.78	2929.87	2951.26	4059.35	5299.22	5104.13	4659.23	5408.24	6717.19
Depreciation	204.16	251.54	281.25	288.70	323.63	395.46	630.24	604.98	601.53	748.27	812.70
EBIT	1775.83	1455.52	1821.53	2641.17	2627.63	3663.88	4668.98	4499.15	4057.70	4659.97	5904.49
Profit before Tax	572.28	858.66	1001.60	1609.53	1442.25	2096.56	2953.65	3192.93	2667.25	2703.91	2851.18
Tax Expenses	291.43	357.53	337.68	453.79	433.40	646.96	839.46	920.88	808.95	842.61	954.74
Net Profit After Tax	222.43	459.34	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.33	1861.30	1896.44
Non Controlling Interest	(0.72)	(0.61)	(0.34)	8.72	(3.73)	(1.45)	14.26	(7.22)	(5.68)	(3.43)	(0.01)
Share in Profit and Loss of Associates	59.13	42.40	26.38	1.82	1.29	0.78	0.44	192.22	(58.54)	(118.07)	80.35
Net Profit	222.43	459.34	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.76	1743.23	1976.79
Equity Dividend (%)	10.00	10.00	10.00	10.00	10.00	10.00	10.00	12.00	12.00	12.00	12.00
EPS (Basic) Rs.	2.83	5.82	7.36	11.39	9.35	13.12	18.83	21.69	15.33	14.42	16.25
EPS (Diluted) Rs.	2.83	5.52	7.15	11.39	9.31	13.06	18.50	21.48	14.98	14.28	16.11

INDEPENDENT AUDITORS' REPORT

**To,
The Members of
Bhartiya International Ltd**

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Bhartiya International Ltd, ('the Company'), which comprise the balance sheet as at 31st March, 2019 the statement of profit and loss, (including other comprehensive income) the cash flow statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 its Profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial statement 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, but does not include the financial statement and our auditor's report there on.

Our opinion on the financial statement 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 statement our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind As") specified under Section 133 of the Act. 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 statement, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statement 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 statement.

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 statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement 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 statement, 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 statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statement 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 statement.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The standalone financial statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind As specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls 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/ provided 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii) The company has made provision as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for K A S G & CO.

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem.No. 075701

Gurugram : 27th May, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2019 we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties, as disclosed in Note 4 on fixed assets to the financial statements, are held in the name of the Company, except for a building acquired in earlier year having a carrying value of Rs. 18.50 lacs as at 31st March, 2019.
- ii. The physical verification of inventory excluding stocks with third parties and in transit has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. According to information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, duty of customs, service tax, duty of excise, GST, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) Following are the amounts which are disputed and not paid by the Company:

Nature of Demand	Amount in Rs	Period to which the Amount Relates	Forum where appeal has been filed
Karnataka VAT	5,659,787/-	F.Y 2009-2010 & 2010-2011	Karnataka Appellate Tribunal, Bengaluru
Tamil Nadu VAT	52,521,621/-	F.Y 2010-11, 2011-12, 2012-13 & 2013-14	Departmental Authorities

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, money raised by way of term loans have been applied for the purposes for which they were obtained.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, 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 Act, where applicable, and the requisite details have been disclosed in the financial statement etc., as required by the applicable Ind As.
- xiv. The Company has complied with the provisions of Section 42 of the Companies Act, 2013 in respect of the allotment of shares/warrants and moneys raised by way of allotment of shares/warrants have been applied for the purposes for which they were obtained.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

for K A S G & CO.

Chartered Accountants
Firm's Registration No. 002228C

R. B. Sharma

Partner
Mem.No. 075701

Gurugram: 27th May, 2019

ANNEXURE - B TO THE AUDITORS' REPORT

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 Bhartiya International Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for K A S G & CO.

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem.No. 075701

Gurugram:27th May, 2019

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

Rs. in Lakhs

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	4	9,680.48	7,964.91
(b) Capital Work-in-Progress	4.1	314.81	2,018.69
(c) Investment Property	5	557.20	568.11
(d) Intangible Assets	6	127.27	158.17
(e) Intangible Assets under Development	6.1	-	23.35
(f) Investments in Subsidiaries, Associate, and Joint Venture	7	6,576.09	6,576.09
(g) Financial Assets			
(i) Investments	8	-	-
(ii) Loans	9	130.66	69.14
(iii) Other Financial Assets	10	88.14	75.69
(h) Deferred Tax Assets (net)		-	-
(i) Other Non-Current Assets	11	712.74	710.20
2 Current Assets			
(a) Inventories	12	38,510.15	32,708.57
(b) Financial Assets			
(i) Investments	13	-	598.89
(ii) Trade Receivables	14	7,127.81	9,590.43
(iii) Cash and cash Equivalents	15	1,319.53	565.15
(iv) Bank balances other than Cash & Cash Equivalents	16	800.49	647.82
(v) Loans	17	287.92	340.29
(vi) Others Financial Assets	18	4,154.69	4,653.68
(c) Current Tax Assets (net)		48.27	49.74
(d) Other Current Assets	19	1,522.26	2,245.81
TOTAL ASSETS		71,958.51	69,564.73
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	20	1,219.42	1,218.13
(b) Other Equity	21	25,692.38	24,211.22
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,977.62	3,711.72
(ii) Other Financial Liabilities	23	153.18	140.53
(b) Provisions	24	106.87	86.29
(c) Other Non-Current Liabilities	25	27.83	37.89
(d) Deferred Tax Liabilities (Net)	26	1,005.45	685.39
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	30,348.91	28,235.15
(ii) Trade Payables	28		
Total outstanding dues of micro enterprises and small enterprises		932.36	444.18
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,927.56	7,883.85
(iii) Other Financial Liabilities	29	1,809.66	1,853.38
(b) Provisions	30	122.84	220.08
(c) Other Current Liabilities (Net)	31	525.22	732.23
(d) Current Tax Liabilities (Net)		109.21	104.69
TOTAL OF EQUITY AND LIABILITIES		71,958.51	69,564.73

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**Partner
Mem. No. 075701**Shilpa Budhia**

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**Whole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

Gurugram, 27th May, 2019

**STANDALONE STATEMENT OF PROFIT & LOSS FOR
THE YEAR ENDED 31ST MARCH, 2019**

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
INCOME			
Revenue from Operations	32	60,929.63	51,825.97
Other Income	33	412.76	526.12
Total Income		<u>61,342.39</u>	<u>52,352.09</u>
EXPENSES			
Cost of material consumed	34	34,091.15	24,528.23
Purchases of Stock-in-Trade		1,371.18	7,062.59
Change in Inventories of Finished Goods	35	(1,414.54)	(2,041.35)
Employee Benefits Expense	36	3,762.50	3,461.05
Finance Costs	37	2,876.72	1,722.71
Depreciation and Amortisation Expense	38	692.59	628.79
Other Expenses	39	17,471.29	14,949.04
Total Expenses		<u>58,850.89</u>	<u>50,311.06</u>
Profit / (Loss) before Tax for the Year		2,491.50	2,041.03
Tax Expenses	40		
i Current Tax		541.88	707.32
ii Deferred Tax		324.21	20.62
Profit / (Loss) for the year		<u>1,625.41</u>	<u>1,313.09</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		(11.85)	8.71
Income tax relating to above items		4.14	(3.01)
Total Comprehensive Income for the Year		<u>1,617.70</u>	<u>1,318.79</u>
Earnings per Equity Share of Face Value			
Basic (in Rs.)		13.28	10.87
Diluted (in Rs.)		13.18	10.76
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 56		

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**Partner
Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**Whole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A Equity Share Capital		Rs. in Lakhs							
Particulars	Notes	Amount							
Balance as at 31st March, 2017		1,174.09							
Change in Equity Share Capital during the year 2017-18	20.1	44.04							
Balance as at 31st March, 2018		1,218.13							
Change in Equity Share Capital during the year 2018-19	20.1	1.29							
Balance as at 31st March, 2019		1,219.42							
B Other Equity (Refer Note 21)									
Particulars	Share Application Money Pending Allotment	Money Received against Share Warrants	Employee Stock Options Outstanding	Preferential share Warrant Forfeited	Reserves and Surplus				Total
					Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (Defined benefit plan)	
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	5,188.22	2,798.51	11,374.41	(16.72)	22,624.33
Profit for the year	-	-	-	-	-	-	1,313.09	-	1,313.09
Other Comprehensive Income for the year	-	-	-	-	-	-	-	5.70	5.70
Securities Premium on issue of share	-	-	-	-	2,549.15	-	-	-	2,549.15
Employee Stock option reserve for the year	-	-	74.93	-	-	-	-	-	74.93
Transfer to Security Premium on issue of share	-	-	(173.03)	-	-	-	-	-	(173.03)
Equity Share issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	(2,400.00)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(173.70)	-	(173.70)
Preference Share Warrants Forfeited	-	(450.00)	-	450.00	-	-	-	-	-
Preference Share warrants issued during the year	-	390.75	-	-	-	-	-	-	390.75
Transfer from Retained Earnings	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2018	-	390.75	246.81	535.00	7,737.37	2,998.51	12,313.80	(11.02)	24,211.22
Profit for the year	-	-	-	-	-	-	1,625.41	-	1,625.41
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(7.71)	(7.71)
Securities Premium on issue of share	-	-	-	-	60.82	-	-	-	60.82
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	35.98
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	(55.65)
Equity share issued during the year	-	-	-	-	-	-	-	-	-
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(177.69)	-	(177.69)
Preference Share Warrants Forfeited	-	(390.75)	-	390.75	-	-	-	-	-
Transfer from Retained Earnings	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2019	-	-	227.14	925.75	7,798.19	3,198.51	13,561.52	(18.73)	25,692.38

Component of other Equity Nature and Purpose

Securities Premium	Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified U/S 52(2) of the companies act, 2013.
General Reserve	Represents accumulated profits set apart by way of transfer from current year profits or/ and retained earnings for "other than specified purposes".

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 27th May, 2019

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before Tax as per Statement of Profit and Loss	2,491.50	2,041.03
Adjustment for :		
Finance Cost	2,876.72	1,722.71
Depreciation and Amortisation Expenses	692.59	628.79
Loss/(Profit) on sale of Property, Plant & Equipment (net)	(0.23)	4.78
Loss/(Profit) on Sale of Investments (net)	(45.80)	(121.06)
Rental Income	(326.38)	(255.84)
Dividend Income	(0.01)	(6.98)
Interest Income	(26.12)	(74.14)
Government grant Income	(2.07)	(1.33)
Provision for Employee Stock Option Benefits	35.98	74.93
Net Loss/(Gain) on investment fair value through profit and loss	-	(49.22)
Operating Profit/(Loss) before Working Capital Changes	<u>5,696.18</u>	<u>3,963.67</u>
Movements in Working Capital:		
Increase/ (decrease) in trade payables	(468.11)	4,012.45
Increase/ (decrease) in other financial liabilities	26.39	206.39
Increase/ (decrease) in other liabilities	(215.00)	558.64
Increase/ (decrease) in provisions	(88.53)	165.35
Decrease/ (increase) in inventories	(5,801.58)	(6,235.68)
Decrease/ (increase) trade receivables	2,462.62	(3,828.09)
Decrease/ (increase) in Non-current loan	(9.15)	(152.54)
Decrease/ (increase) in other current financial assets	509.76	(2,508.26)
Decrease/ (increase) in other current assets	723.55	(445.82)
Decrease/ (increase) in other non-current assets	12.62	12.24
Decrease/ (increase) in other non-current financial assets	(12.45)	-
Cash (used in) / Generated from Operations	<u>2,836.30</u>	<u>(4,251.65)</u>
Income tax paid (Net)	(535.89)	(636.81)
Net Cash (used in)/ Generated from Operating Activities - (A)	<u>2,300.41</u>	<u>(4,888.46)</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(650.80)	(2,555.97)
Capital advance/Capital creditors (net)	(16.16)	(56.92)
Proceeds from sale of Property, Plant & Equipment	1.14	5.45
Proceeds from sale of current investments(net)	644.69	134.38
Dividend income on current investments	0.01	6.98
Security deposit	12.65	10.52
Rental Income	326.38	255.84
Interest income	26.12	74.14
Fixed Deposit with bank	(152.67)	128.98
Net Cash from/ (used in) Investing Activities - (B)	<u>191.36</u>	<u>(1,996.60)</u>

STANDALONE STATEMENT OF CASH FLOW (CONTD.)

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	(803.20)	657.70
Proceeds from short-term borrowings (net)	2,113.76	6,036.22
Money Received against Share Warrant / Share Application	-	390.75
Share Capital including securities premium	6.46	20.15
Interest and processing fees paid (net)	(2,876.72)	(1,722.71)
Dividend paid (including dividend tax)	(177.69)	(173.71)
Net Cash from/ (used in) Financing Activities - (C)	<u>(1,737.39)</u>	<u>5,208.40</u>
Net Increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	754.38	(1,676.66)
Cash and cash equivalents as at beginning of the year	565.15	2,241.81
Cash and Cash Equivalents as at the end of the year	<u>1,319.53</u>	<u>565.15</u>
Components of Cash and Cash Equivalents:		
Cash on hand	14.72	14.66
Balances with scheduled banks:		
In current accounts	877.12	550.49
In term deposit (Less than three month)	427.69	
Cash and Cash Equivalents in Cash Flow Statement	<u>1,319.53</u>	<u>565.15</u>

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**For and on behalf of the Board****R.B.Sharma**Partner
Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj KhattarWhole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Company') is a Public Limited Company with domicile in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on leading Stock Exchange in India. The Company has its registered office at Chennai and its corporate office at Gurugram, Haryana. The Company is in the business of manufacturing and trading of leather products & textile products.

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

3.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any. Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

3.3 Intangible Assets

Computer Software

Computer Software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Company amortizes computer software using the straight-line method over the period of 3 years.

3.4 Lease

Operating Lease

As a Lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.5 Investment In Subsidiaries And Associates

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

3.6 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

3.7 Cash & Cash Equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

3.8 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the projected unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

3.9 Financial Instruments

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

Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- Amortised Cost
- Fair Value through Profit and Loss (FVTPL)
- Fair Value through Other Comprehensive Income (FVOCI).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Debt Instruments

Debt instruments are initially measured at amortised cost, Fair Value through Other Comprehensive Income ('FVOCI') or Fair Value through Profit or Loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Trade and other Payable

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 generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

3.10 Provision and Contingent Liabilities

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

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

3.11 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract, net of discount.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

"Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest Income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend Income on investments is recognised when the right to receive dividend is established.

3.12 Foreign Currency Translation

The Company's financial statements are presented in Indian Currency, which is also the company's functional Currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.13 Income Tax

Income Tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.14 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.15 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

3.16 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.17 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

3.18 Critical Estimates and Judgements

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

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

The areas involving critical estimates or judgement are:

Estimation of Defined benefit obligation

Estimation of current tax expenses and Payable

Useful lives of depreciable assets

Provision and contingent liability

Carry value of investment in subsidiaries and associates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**4. PROPERTY, PLANT AND EQUIPMENT**

Particulars	Rs. in Lakhs								
	LAND			OTHER THAN LAND					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount									
Balance as at 31st March, 2017	223.25	3,527.68	3,345.48	207.98	139.85	262.24	135.05	7,841.53	
Addition	-	31.41	865.33	29.49	94.89	38.13	40.32	1,099.57	
Disposal	-	-	1.87	-	32.40	-	-	34.27	
Balance as at 31st March, 2018	223.25	3,559.09	4,208.94	237.47	202.34	300.37	175.37	8,906.80	
Addition	-	1,320.66	900.45	42.28	7.24	37.87	29.25	2,337.80	
Disposal	-	-	-	-	2.79	-	15.07	17.90	
Balance as at 31st March, 2019	223.25	4,879.75	5,109.39	279.75	206.79	338.24	189.55	11,226.70	
Accumulated Depreciation									
Balance as at 1st April, 2017	-	114.75	169.24	29.32	26.57	41.88	37.12	418.88	
Addition	-	117.98	276.74	28.91	28.21	44.72	50.52	547.08	
Disposal	-	-	0.26	-	23.78	-	-	24.04	
Balance as at 31st March, 2018	-	232.73	445.72	58.23	31.00	86.60	87.64	941.92	
Addition	-	133.98	327.20	30.78	29.88	45.40	43.26	610.50	
Disposal	-	-	-	-	2.05	-	4.13	6.18	
Balance as at 31st March, 2019	-	366.71	772.92	89.01	58.83	132.00	126.77	1,546.24	
Net Carrying Amount									
Balance as at 31st March, 2018	223.25	3,326.36	3,763.22	179.24	171.34	213.77	87.73	7,964.91	
Balance as at 31st March, 2019	223.25	4,513.04	4,336.47	190.74	147.96	206.24	62.78	9,680.48	

4.1 Capital Work in Progress

31st March, 2018	2,018.69
31st March, 2019	314.81

4.2 Building includes Rs.18.50 Lakhs (Previous year Rs.18.50 Lakhs) acquired in an earlier year, are pending registration in the name of company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**5. INVESTMENT PROPERTIES**

	Rs. in Lakhs
Particulars	Amount
Gross Carrying Amount	
Balance as at 31st March, 2017	589.92
Addition	
Disposal	
Balance as at 31st March, 2018	<u>589.92</u>
Addition	
Disposal	
Balance as at 31st March, 2019	<u>589.92</u>
Accumulated Depreciation	
Balance as at 1st April, 2017	10.91
Addition	10.90
Disposal	
Balance as at 31st March, 2018	<u>21.81</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2019	<u>32.72</u>
Net Carrying Amount	
Balance as at 31st March, 2018	568.11
Balance as at 31st March, 2019	557.20
Fair Value	
As at 31st March, 2018	2,749.02
As at 31st March, 2019	2,744.77

5.1 Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Rental income derived from investment properties	282.53	231.05
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	282.53	231.05
Depreciation	10.91	10.90
Income from investment properties (Net)	271.62	220.15

5.2 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

6. INTANGIBLE ASSETS	Rs. in Lakhs	
Particulars	Computer Software	Total
Gross Carrying Amount		
Balance as at 31st March, 2017	206.36	206.36
Addition	49.57	49.57
Disposal	-	-
Balance as at 31st March, 2018	<u>255.93</u>	<u>255.93</u>
Addition	40.28	40.28
Disposal	-	-
Balance as at 31st March, 2019	<u>296.21</u>	<u>296.21</u>
Accumulated Depreciation		
Balance as at 1st April, 2017	26.95	26.95
Addition	70.81	70.81
Disposal	-	-
Balance as at 31st March, 2018	<u>97.76</u>	<u>97.76</u>
Addition	71.18	71.18
Disposal	-	-
Balance as at 31st March, 2019	<u>168.94</u>	<u>168.94</u>
Net Carrying Amount		
Balance as at 31st March, 2018	158.17	158.17
Balance as at 31st March, 2019	127.27	127.27
6.1 INTANGIBLE ASSETS UNDER DEVELOPMENT		
31st March, 2018		23.35
31st March, 2019		-

7. INVESTMENT IN SUBSIDIARIES ASSOCIATE AND JOINT VENTURE

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Shares(Nos)	Amount	Shares(Nos)	Amount
A INVESTMENTS IN SUBSIDIARIES				
i. Equity Instrument at cost (Unquoted)				
1 Equity share of Rs. 10/- each, fully paid in Bhartiya Global Marketing Ltd.	4,999,020	499.90	4,999,020	499.90
2 Equity Shares of Rs. 10/- each, fully paid in Bhartiya International SEZ Ltd.	12,069,230	1,206.92	12,069,230	1,206.92
3 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Fashion Retail Ltd.	500,000	50.00	500,000	50.00
4 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Urban Infrastructure Ltd.	50,000	5.00	50,000	5.00
5 Equity Shares in Ultima S.A., Switzerland (having par value of SFR 1,000/-)	1,000	337.86	1,000	337.86
6 Equity Shares in World Fashion Trade Ltd. (having par value of \$ 1/-)	709,000	478.14	709,000	478.14
Total (A)		<u>2,577.82</u>		<u>2,577.82</u>
B INVESTMENTS IN ASSOCIATES				
i. Equity Instrument at Cost (Unquoted)				
1 Equity Shares of Rs. 10/- each, fully paid in Bhartiya City Developers Private Limited	34,393,260	3,999.60	34,393,260	3,999.60
2 Equity Shares of Rs. 10/- each, fully paid in Tada Mega Leather Cluster Pvt. Ltd.	5,000	0.50	5,000	0.50
Total (B)		<u>4,000.10</u>		<u>4,000.10</u>
Total (A+B)		<u>6,577.92</u>		<u>6,577.92</u>
Aggregate amount of unquoted Investments before impairment		6,577.92		6,577.92
Less: Provision for diminution in value of investment		1.83		1.83
Aggregate amount of unquoted Investments after impairment		<u>6,576.09</u>		<u>6,576.09</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**8. NON-CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Units(No.)	Amount	Units(No.)	Amount
A Investments in Mutual Funds (Unquoted)				
At Fair Value through Profit and Loss				
i) Reliance ETF Liquid BeES	1.061	-	1.021	-
Rs. 1061 (Previous Year : Rs. 1021)				
		<u>-</u>		<u>-</u>
Aggregate amount of unquoted Investments		-		-
Aggregate amount of impairment in value of unquoted Investments		-		-

9. NON-CURRENT LOAN

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured & Considered Good)		
(a) Security and Other Deposits	69.68	34.13
(b) Loan to Employee	60.98	35.01
(c) Loan Receivables which have significant increase in credit risk	-	-
(d) Loan Receivables-credit impaired	-	-
TOTAL	<u>130.66</u>	<u>69.14</u>

10. OTHER NON CURRENT FINANCIAL ASSETS

(Unsecured & Considered Good)		
(a) Other Advances	88.14	75.69
TOTAL	<u>88.14</u>	<u>75.69</u>

11. OTHER NON CURRENT ASSETS

(a) Capital Advances	91.62	76.47
(b) Security Deposits With Govt. Authorities	96.19	96.18
(c) Prepayment Lease Rent	524.93	537.55
TOTAL	<u>712.74</u>	<u>710.20</u>

12. INVENTORIES

(a) Raw Materials	27,338.77	25,099.18
(b) Raw Materials -In transit	80.98	114.63
(c) Stock-in-Progress	1,037.41	882.14
(d) Finished Goods	7,706.86	6,292.32
(e) Consumable Store	2,346.13	320.30
TOTAL	<u>38,510.15</u>	<u>32,708.57</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**13. CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Shares (No)	Amount	Shares (No)	Amount
a) Investment In Equity Instrument (Quoted)				
At Fair value through Profit and Loss				
Alkyl Amines Chemicals Ltd.	-	-	4,579	27.20
Astra Microwave Products Ltd.	-	-	46,443	35.62
DCB Bank Ltd.	-	-	31,695	51.20
Intellect Design Arena Ltd.	-	-	37,198	61.49
Karur Vysya Bank	-	-	6,387	6.42
Kirloskar Brothers Ltd.	-	-	7,496	23.29
Majesco Ltd.	-	-	5,627	27.64
Monte Carlo Fashions Ltd.	-	-	2,130	9.99
Navneet Education Ltd.	-	-	16,540	23.62
Persistent Systems Ltd.	-	-	3,400	23.60
Premier Explosives Ltd.	-	-	10,534	35.25
Power Mech Projects Ltd.	-	-	5,130	43.43
Praj Industries Ltd.	-	-	58,449	46.93
Pricol Ltd.	-	-	30,389	26.33
RPG Life Sciences Ltd.	-	-	8,729	33.33
Visaka Industries Ltd.	-	-	12,961	83.84
Voltamp Transformers Ltd.	-	-	3,724	39.71
Total (A)				<u>598.89</u>
b) Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Royalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total (B)				
Total (A+B)				<u>598.89</u>
Aggregate amount of Quoted Investments				598.89
Market Value of quoted Investments				598.89
Aggregate amount of unquoted Investments				-

14. TRADE RECEIVABLES

Particulars	As at	As at
	31st March, 2019	31st March, 2018
(Unsecured, Considered Good)		
(a) Trade Receivable	6,957.48	7,858.55
(b) Receivable from related parties (refer no no. 56)	170.33	1,731.88
TOTAL	<u>7,127.81</u>	<u>9,590.43</u>

15. CASH AND CASH EQUIVALENT

a) Balances with Banks		
In current accounts	877.12	550.49
In term deposit (Less than three month)	427.69	-
b) Cash on Hand	14.72	14.66
TOTAL	<u>1,319.53</u>	<u>565.15</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

16. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Fixed Deposit with the bank	791.84	638.77
b) Unpaid dividend account	8.65	9.05
TOTAL	800.49	647.82

16.1 Fixed deposits of Rs. 791.84 Lacs (previous year Rs 638.77 Lacs) are pledged with the banks for various limits and facilities granted.

17. CURRENT LOAN

(Unsecured & Considered Good)

(a) Security and Other Deposits	66.83	63.13
(b) Loans / Advances to related parties <i>(refer note no.56)</i>	83.99	84.50
(c) Loan to employee	137.10	192.66
(d) Loan Receivables which have significant increase in credit risk	-	-
(e) Loan Receivables-credit impaired	-	-
TOTAL	287.92	340.29

18. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive receivable	1,363.68	931.02
b) Insurance claim receivable	125.23	188.62
c) Vat/ GST Receivable	2,125.96	3,524.96
d) Other Advance	-	9.08
e) Derivatives-foreign exchange forward contract	539.82	-
TOTAL	4,154.69	4,653.68

18.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the commissioner of customs (exports) with the Joint Secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

19. OTHER CURRENT ASSETS

a) Advances with suppliers	1,261.78	2,077.03
b) Prepaid Expenses	240.84	145.67
c) Security Deposit with Govt. Authority	2.12	-
d) Other Advances	4.90	10.49
e) Prepayment lease rent	12.62	12.62
TOTAL	1,522.26	2,245.81

20. SHARE CAPITAL

Authorised Share Capital

a) 20,000,000 (31st March,2018: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00
b) 500,000 (31st March, 2018: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00
	2,500.00	2,500.00

Issued, Subscribed & Paid Up :

a) 12,194,174 (31st March,2018: 12,181,254) Equity Shares of Rs.10/- each fully paid Up.	1,219.42	1,218.13
TOTAL	1,219.42	1,218.13

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	12,181,254	1,218.13	11,740,945	1,174.09
Shares Issued during the year	12,920	1.29	440,309	44.04
Shares outstanding at the end of the year	<u>12,194,174</u>	<u>1,219.42</u>	<u>12,181,254</u>	<u>1,218.13</u>

20.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at	As at	As at	As at
	31st March, 2019	31st March, 2019	31st March, 2018	31st March, 2018
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	1,143,362	9.38	1,143,362	9.39
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.21
(c) Bhartiya Global Ventures Pvt. Ltd.	1,850,000	15.17	1,850,000	15.19
(d) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.59	681,926	5.60
(e) TIMF Holdings	706,474	5.79	706,474	5.80
(f) Superfine Carpets Pvt. Ltd.	1,256,244	10.30	1,236,684	10.15

20.3 Shares Reserved for issue under options

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	No. of Shares	No. of Shares
a) Under 2013 Employee Stock Option Plan : Equity Share of Rs.10/-each, at an exercise price of Rs.50/- per share	99,518	93,004
b) Preferential Share Warrant issued on 14th April, 2017 convertible into equity at a price of Rs.521/ per share	-	300,000

20.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	31st March, 2019	31st March, 2018	31st March, 2017
Shares issued during the period of five years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	12,920	40,309	27,097

31st March, 2016 **31st March, 2015**

- -

20.5 The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

20.6 During the year, the company has allotted 12,920 Equity Share of Rs.10/- each fully paid to its Employees Under Employee Stock Option Plan (ESOP 2013).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

21. OTHER EQUITY

Rs. in Lakhs

Particulars	Share Application Money Pending Allotment				Money Received against Share Warrants		Employee Stock Options Outstanding		Reserves and Surplus				Total
	Share Application Money Pending Allotment	Money Received against Share Warrants	Employee Stock Options Outstanding	Preferential share Warrant Forfeited	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)					
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	5,188.22	2,798.51	11,374.41	(16.72)	22,624.33				
Profit for the year	-	-	-	-	-	-	1,313.09	-	1,313.09				
Other Comprehensive Income for the year	-	-	-	-	-	-	-	5.70	5.70				
Securities Premium on issue of share	-	-	-	-	2,549.15	-	-	-	2,549.15				
Employee Stock option reserve for the year	-	-	74.93	-	-	-	-	-	74.93				
Transfer to Security Premium on issue of share	-	-	(173.03)	-	-	-	-	-	(173.03)				
Equity Share issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	(2,400.00)				
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(173.70)	-	(173.70)				
Preference Share Warrants forfeited	-	(450.00)	-	450.00	-	-	-	-	-				
Preference Share Warrants Issued During the Year	-	390.75	-	-	-	-	-	-	390.75				
Transfer from Retained Earning	-	-	-	-	-	200.00	-	-	200.00				
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)				
Balance as at 31st March, 2018	-	390.75	246.81	535.00	7,737.37	2,998.51	12,313.80	(11.02)	24,211.22				
Profit for the year	-	-	-	-	-	-	1,625.41	-	1,625.41				
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(7.71)	(7.71)				
Securities Premium on issue of share	-	-	-	-	60.82	-	-	-	60.82				
Employee Stock option reserve for the year	-	-	35.98	-	-	-	-	-	35.98				
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	(55.65)				
Equity Share issued during the year	-	-	-	-	-	-	-	-	-				
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(177.69)	-	(177.69)				
Preference Share Warrants forfeited	-	(390.75)	-	390.75	-	-	-	-	-				
Transfer from Retained Earning	-	-	-	-	-	200.00	-	-	200.00				
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)				
Balance as at 31st March, 2019	-	-	227.14	925.75	7,798.19	3,198.51	13,561.52	(18.73)	25,692.38				

3,00,000 warrants issued to non-promoter on 14th April, 2017 has been forfeited during the year due to non-exercise of option by the warrant holder within the time line of 18 months from the date of allotment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**22. NON-CURRENT BORROWINGS****Rs. in Lakhs**

Particulars	As at	
	31st March, 2019	31st March, 2018
Secured		
- Term Loans from Banks	2,927.88	3,641.55
- Vehicle Loans from Banks	49.74	70.17
TOTAL	<u>2,977.62</u>	<u>3,711.72</u>

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

	Nature of Security	Terms of Repayment
22.1	Term Loans from HDFC Bank, balance outstanding amounting to Rs 323.56 lacs (31st March, 2018 is Rs. 485.33 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %)
22.2	Term Loans from HDFC Bank, subsequent disbursement, balance outstanding amounting to Rs 73.68 lacs (31st March, 2018 is Rs. 110.52 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %)
22.3	Term Loans from HDFC Bank, balance outstanding amounting to Rs 490.00 lacs (31st March, 2018 is Rs. 630 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Instalment starting from November 2017. Last instalment due in August 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.1 %)
22.4	Term Loans from HDFC Bank, balance outstanding amounting to Rs 2228.70 lacs (31st March, 2018 is Rs.2346.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Instalment starting from October, 2018. Last instalment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.10 %.)
22.5	Term Loans from HDFC Bank, balance outstanding amounting to Rs 180.17 lacs (31st March, 2018 is Rs. 231.65 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Instalment starting from February 2018. Last instalment due in August 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.1%)
22.6	Term Loan from Axis Bank, balance outstanding amounting to Rs. Nil (31st March, 2018 is Rs. 180.00 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani Industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bengaluru, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Instalment starting from September 2015. Last instalment due in March 2019. Rate of interest 9.25 % p.a. as at year end (previous year - 9.00% p.a.)
22.7	Term Loan from Yes Bank, balance outstanding amounting to Rs. 400.00 Lacs (31st March, 2018 is Rs. 500) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadluru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Instalment starting from June 2018. Last instalment due in March 2023. Rate of interest 10.50 % p.a. as at year end (previous year - 10%)
22.8	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
23. OTHER NON - CURRENT FINANCIAL LIABILITIES		
(a) Security Deposit with related parties	153.18	140.53
TOTAL	<u>153.18</u>	<u>140.53</u>
24. NON-CURRENT PROVISION		
(a) Provision for Employees benefit	106.87	86.29
TOTAL	<u>106.87</u>	<u>86.29</u>
25. OTHER NON-CURRENT LIABILITIES		
(a) Government Grant	27.71	29.78
(b) Advance Lease Rent	0.12	8.11
TOTAL	<u>27.83</u>	<u>37.89</u>
26. DEFERRED TAX LIABILITIES		
a) Deferred Tax Liabilities		
Related to Fixed Assets	1,005.45	685.39
TOTAL	<u>1,005.45</u>	<u>685.39</u>
27. CURRENT BORROWING		
Secured		
- Working Capital Loans From Banks	30,348.91	28,235.15
TOTAL	<u>30,348.91</u>	<u>28,235.15</u>
27.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, other Current Assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.		
28. TRADE PAYABLES		
(a) Payable to others than Micro and small Enterprises	5,498.01	6,203.37
(b) Payable to related parties	1,429.55	1,680.48
<i>(refer note no 55)</i>		
(c) Payable to Micro and small Enterprises	932.36	444.18
TOTAL	<u>7,859.92</u>	<u>8,328.03</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Due to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
a) The principal amount remaining unpaid to any supplier at the end of the year	932.36	444.18
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

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

Particulars	As at 31st March, 2019	As at 31st March, 2018
29. OTHER CURRENT FINANCIAL LIABILITIES		
(a) Current maturities of long -term debt	744.56	813.66
(b) Interest Accrued	101.67	91.80
(c) Unpaid dividend	8.65	7.32
(d) Due to employee	312.65	244.25
(e) Expenses payable	382.49	277.04
(f) Statutory Dues Payable	151.99	105.19
(g) Capital Creditors	85.40	86.41
(h) Other Payable	22.25	24.56
(i) Derivatives-Foreign Exchange forward contract	-	203.15
TOTAL	1,809.66	1,853.38
30. PROVISIONS		
(a) Provision for Employee Benefits	122.84	220.08
TOTAL	122.84	220.08
31. OTHER CURRENT LIABILITIES		
(a) Advance from Customer	517.23	719.58
(b) Advance Lease Rent	7.99	12.65
TOTAL	525.22	732.23

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
32. REVENUE FROM OPERATIONS		
Sales of products		
(a) Manufactured goods	55,825.39	40,595.18
(b) Stock-in-Trade	1,546.21	7,628.75
Sales of Services	321.38	-
Other Operating Revenues		
(a) Export Incentives	3,516.30	2,975.16
(b) Foreign Exchange Gain	(279.65)	626.88
TOTAL	<u>60,929.63</u>	<u>51,825.97</u>
33. OTHER INCOME		
(a) Interest Income from Loan & Advances	26.12	74.14
(b) Dividend Income from Current Investment	0.01	6.98
(c) Other Non Operating Income		
- Profit on sale of Current Investments(Net)	45.80	121.06
- Rental Income	326.38	255.84
- Profit on Sale of Property, Plant & Equipment	0.40	-
- Other Income	14.05	18.88
- Net Gain on measurement of investment through Profit & loss Account	-	49.22
TOTAL	<u>412.76</u>	<u>526.12</u>
34. COST OF MATERIALS CONSUMED		
Opening Stock	26,416.25	22,221.92
Add : Purchases	<u>38,478.19</u>	<u>28,709.95</u>
	64,894.44	50,931.87
Less : Closing Stock	30,803.29	26,416.25
Add : Excise Duty	-	12.61
TOTAL	<u>34,091.15</u>	<u>24,528.23</u>
35. CHANGE IN INVENTORIES OF FINISHED GOODS		
(a) Opening Stock	6,292.32	4,250.97
(b) Closing Stock	7,706.86	6,292.32
Decrease/(Increase)	<u>(1,414.54)</u>	<u>(2,041.35)</u>
36. EMPLOYEE BENEFIT EXPENSES		
(a) Salary & Allowances	3,354.90	2,980.22
(b) Contribution to Provident & Other fund	233.67	231.62
(c) Staff Welfare Expenses	137.95	174.28
(d) Employee Stock Option Plan	35.98	74.93
TOTAL	<u>3,762.50</u>	<u>3,461.05</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
37. FINANCE COST		
(a) Interest Expense- Net	2,231.52	1,579.44
(b) Borrowing Cost	392.40	143.27
(c) Exchange difference regarded as an adjustment to borrowing cost	252.80	-
TOTAL	<u>2,876.72</u>	<u>1,722.71</u>
38. DEPRECIATION AND AMORTISATION		
(a) Depreciation on Property Plant and Equipment	610.50	547.08
(b) Depreciation on Intangible Assets	71.18	70.80
(c) Depreciation on Investment Property	10.91	10.91
TOTAL	<u>692.59</u>	<u>628.79</u>
39. OTHER EXPENSES		
i) Manufacturing Expenses		
(a) Fabrication Charges	11,355.55	9,423.95
(b) Other Manufacturing Expenses	398.01	257.33
(c) Freight & Cartage	136.86	102.82
ii) Selling & Administrative Expenses		
(a) Legal And Professional Charges	496.84	423.20
(b) Power & Fuel	179.53	171.49
(c) Bank Charges	250.63	323.10
(d) Repair & Maintenance		
- Building	67.78	13.22
- Plant & Machinery	77.45	65.83
- Others	446.83	238.18
(e) Communication	73.64	87.84
(f) Rates Taxes & Duties	24.99	18.37
(g) Insurance	53.31	52.87
(h) Rent	168.45	131.86
(i) Travelling & Conveyance	1,083.60	1,194.21
(j) Freight on Exports	887.00	561.01
(k) Commission, Brokerage & Discount	868.35	1,120.40
(l) Loss on Sale /Discard of Property, Plant & Equipment	0.17	4.78
(m) Misc. Expenses	413.66	428.03
(n) Expenditure towards CSR Activities	9.97	13.26
(o) Directors Meeting Fees	0.99	1.20
(p) Packing Expenses	349.63	315.35
(q) Bad Debts	128.05	0.74
TOTAL	<u>17,471.29</u>	<u>14,949.04</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**40. TAX EXPENSES**

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
i) Current Tax		
Current Tax on taxable income for the year	541.88	707.32
ii) Deferred Tax		
Relating to origination and reversal of temporary differences	324.21	20.62
Income Tax Expenses reported in statement of Profit and Loss	866.09	727.94
Effective Income Tax Rate	34.76%	35.67%

40.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Accounting profit before tax	2,491.50	2,041.03
Statutory Income Tax Rate (%)	34.94	34.61
Computed tax expenses	870.63	706.36
Tax in respect of earlier years	3.47	49.76
Unabsorbed capital loss	-	14.59
Long term capital gain exempt from taxation	(16.00)	(27.87)
Lower tax on capital gain	-	(8.96)
Income exempt from taxation	-	(2.42)
Deduction under section 24 of income tax act	(29.62)	(14.95)
Non-Deductable expenses for tax purpose	37.61	11.43
Income Tax charge to Statement of Profit and Loss Account	866.09	727.94

40.2 Deferred tax assets /(Liability)

Opening balance	(685.39)	(661.75)
Add: Difference in books value and written down value as per income tax	(324.21)	(77.75)
Add: Effect of unabsorbed capital loss		(14.59)
Add: tax income /(expense) on other timing differences	4.15	68.70
Closing Balance	(1,005.45)	(685.39)

41. CONTINGENT LIABILITIES

Particulars	As at 31st March, 2019	As at 31st March, 2018
i) Letter of Credit / Import Bills outstanding -	834.69	303.15
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	9,257.58	7,182.31
- World Fashion Trade Ltd.	242.06	228.06
iii) Bill Discounted with Bank	-	1,387.21
iv) Other Guarantee given by bank -with Corporation Bank	20.85	44.67
v) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia Srl & World Fashion Trade Ltd.	388.40	1,704.27
vi) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	525.32	525.32

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

42. CAPITAL AND OTHER COMMITMENTS

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
i) Estimated value of contract remaining to be executed on capital account and not provided for	173.45	20.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	12.22	179.50

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	178.47	158.77
b) Employees State Insurance Corporation	2.77	2.59

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Expected return on plan assets	7.69%	7.88%
Discount rate	7.69%	7.88%
Salary increase rate	6.00%	6.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Current Service Cost	45.64	40.41
Net Interest Expenses	6.80	4.18
Past Service Cost	-	24.18
Components of defined benefit costs recognised in profit or Loss	52.44	68.77
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	13.81	(12.23)
Return On Plan Assets	(1.96)	3.52
Net(Income)/Expenses for the year ended recognized in OCI	11.85	(8.71)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation**

Rs. in Lakhs

Particulars	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Present Value of Defined Benefit Obligation	361.47	311.21
Fair Vale of Plan Asset	(254.60)	(224.92)
Net Liability arising from Defined Benefit Obligation	<u>106.87</u>	<u>86.29</u>

iv) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Opening Defined Obligation	311.20	242.61
Interest Cost	24.52	17.61
Current Service Cost	45.64	40.41
Past Service Cost	-	24.18
Benefits Paid Directly by the employer	(33.71)	(1.38)
Actuarial (gains)/ Losses	13.81	(12.23)
Closing Defined Benefit Obligation	<u>361.46</u>	<u>311.20</u>

v) Movements in the Fair Value of the plan assets are as follows:

Opening fair Value of Plan assets *	224.91	185.00
Interest Income	17.72	13.43
Contribution by the Employer	10.00	30.00
Return On Plan Assets Excluding Interest Income	1.96	(3.52)
Closing fair Value of Plan assets	<u>254.59</u>	<u>224.91</u>

*** Fund managed by the approved Insurance Company Kotak Life Insurance**

Investment With Insurer	100.00%	100.00%
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Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(23.39)	26.78
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	24.24	(22.15)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(19.87)	22.77
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	20.07	(18.14)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.42	(2.83)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**44. EARNING PER SHARE**

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit/(loss) for the year	1,617.70	1,318.79
No. of share at the beginning of the year (A)	12,181,254	11,740,945
Equity allotted during the year	12,920	440,309
Weighted average shares (B)	3,673	393,320
Weighted average shares outstanding (nos.) (A+B)	12,184,927	12,134,265
Effect of diluted number of Share		
Add:- Employee Stock option plan	44,551	50,596
Add:- Convertible preferential share warrant	40,274	72,123
Weighted average number of equity share for diluted earning per share	12,269,752	12,256,984
Basic earning per share	13.28	10.87
Diluted earning per share	13.18	10.76

45. OPERATING LEASE**(a) Assets taken on lease**

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	40.20	1.00
Later than one year and not later than five years	181.40	4.00
Later than five years	284.39	35.00

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Not later than one year	136.08	252.35
Later than one year and not later than five years	18.90	154.98
Later than five years	-	-

46. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

- On 28th January, 2014 – 50,000 Stock Options.
- On 16th September, 2015 – 1,55,800 Stock Options
- On 31st December, 2015 – 8,850 Stock Options
- On 3rd February, 2018 – 30,000 Stock Options
- On 5th April, 2018 – 30,000 Stock Options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

The details of the ESOPs granted so far are provided below:

Grant Date		April 5, 2018			
Vesting tranche		Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date		05 April, 2019	05 April, 2020	05 April, 2021	05 April, 2022
%age of vesting		16.67	16.67	16.66	50.00
Exercise Price (in Rs.)		330.00	330.00	330.00	330.00
Grant Date		February 03, 2018			
Vesting tranche		Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date		03 February, 2019	03 February, 2020	03 February, 2021	03 February, 2022
%age of vesting		10.00	20.00	30.00	40.00
Exercise Price (in Rs.)		450.00	450.00	450.00	450.00
Grant Date		December 31, 2015			
Vesting tranche			Vesting I	Vesting II	Vesting III
Vesting date			31 December, 2016	31 December, 2017	31 December, 2018
%age of vesting			33.00	33.00	34.00
Exercise Price (in Rs.)			50.00	50.00	50.00
Grant Date		September 16, 2015			
Vesting tranche			Vesting I	Vesting II	Vesting III
Vesting date			16 September, 2016	16 September, 2017	16 September, 2018
%age of vesting			33.00	33.00	34.00
Exercise Price (in Rs.)			50.00	50.00	50.00
Grant Date		January 28, 2014			
Vesting tranche				Vesting I	Vesting II
Vesting date				1 February, 2015	1 March, 2015
%age of vesting				50	50
Exercise Price (in Rs.)				156	156

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2019 is as under:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Number of options outstanding at the beginning of the period	93,004	115,329
Number of options granted during the year	30,000	30,000
Number of options forfeited / lapsed during the year	10,566	12,016
Number of options vested during the year	38,484	39,812
Number of options exercised during the year	12,920	40,309
Number of shares arising as a result of exercise of options	12,920	40,309
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 6,46,000	Rs. 20,15,450
Loan repaid by the trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	99,518	93,004
Number of options exercisable at the end of the year	42,518	16,954

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	Rs. in Lakhs			
	16 September, 2015	31 December, 2015	03 February, 2018	5 April, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

48. EVENT OCCURRING AFTER BALANCE SHEET DATE

The board of Directors has recommended Equity dividend of Rs.1.20/- per share (Previous year Rs.1.20/-) for the financial year 2018-19.

49. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at	
	31st March, 2019	31st March, 2018
(a) Gross amount required to be spent	44.91	45.51
(b) Amount spent:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	9.97	13.26
(c) Administrative expenses	-	-

50. SEGMENT REPORTING DISCLOSURE

The company primarily operates in the fashion apparels and accessories segment. The fashion apparels and accessories segment includes leather products, textiles products and intermediaries .

As defined in Ind AS 108, the chief operating decision maker (CODM), evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 "Operating Segments".

51. PAYMENT TO AUDITOR (INCLUDED IN LEGAL AND PROFESSIONAL CHARGES)

Audit Fees	10.00	10.00
Limited Review	4.50	3.75
Reimbursement of Expenses	1.50	1.00
Certification	0.40	0.04

52. EXPENSES CAPITALISED DURING THE YEAR

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries, Allowances and bonus	159.00	198.00
Legal and professional expenses	-	10.74

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

53. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	7,127.81	-	-	7,127.81
Cash & Cash Equivalents	1,319.53	-	-	1,319.53
Other Bank Balance	800.49	-	-	800.49
Loans	418.58	-	-	418.58
Other Financial Assets	3,703.01	-	-	3,703.01
At FVTPL				
Investments	-	-	-	-
Other Financial Assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	34,071.09	-	-	34,071.09
Trade Payables	7,859.92	-	-	7,859.92
Other Financial Liabilities	1,218.28	-	-	1,218.28
At FVTPL				
Other Financial Liabilities	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

Particulars	As at 31st March, 2018			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	9,590.43	-	-	9,590.43
Cash & Cash Equivalents	565.15	-	-	565.15
Other Bank Balance	647.82	-	-	647.82
Loans	103.17	-	-	103.17
Other Financial Assets	4,729.37	-	-	4,729.37
At FVTPL				
Investments	598.89	598.89	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	31,946.88	-	-	31,946.88
Trade Payables	8,328.03	-	-	8,328.03
Other Financial Liabilities	1,790.76	-	-	1,790.76
At FVTPL				
Other Financial Liabilities	203.15	-	203.15	-

54. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 22, 27 & 29)	34,071.09	32,760.53
Less: Cash and cash equivalents (Note 15)	1,319.53	565.15
Net debt	32,751.56	32,195.38
Equity Share Capital	1,219.42	1,218.13
Other Equity	25,692.38	24,211.22
Total Capital	26,911.80	25,429.35
Capital and Net Debt	59,663.36	57,624.73
Gearing Ratio	54.89%	55.87%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2019 and 31st March, 2018.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

55. FINANCIAL RISK MANAGEMENT

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk). Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Not Due	3,132.55	9,119.30
Less than 6 month	3,644.55	257.21
More than 6 month	350.71	213.92

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	31,093.47	1,931.13	1,046.49	34,071.09
Trade Payable	7,859.92	-	-	7,859.92
Other Financial liabilities	1,218.28	-	-	1,218.28

Particulars	As at 31st March, 2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	29,048.81	2,421.42	1,290.30	32,760.53
Trade Payable	8,328.03	-	-	8,328.03
Other Financial liabilities	1,180.25	-	-	1,180.25

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	34,071.09	32,760.53
% of Borrowings out of above bearing variable rate of interest	89.08%	86.19%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	334.17	258.43
100 bp decrease would Increase the profit before tax by	334.17	258.43

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	42.33	359.35	96.01	358.54
EURO	2.87	162.66	2.67	119.76
GBP	41.68	53.26	27.00	23.24
HKD	0.01	0.29	-	0.23

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	146.37	(146.37)	312.76	(312.76)
EURO	11.16	(11.16)	10.69	(10.69)
GBP	187.97	(187.97)	123.78	(123.78)
HKD	-	-	-	-
Foreign Currency Monetary Liabilities				
USD	(1,242.62)	1,242.62	(1,168.11)	1,168.11
EURO	(631.77)	631.77	(480.31)	480.31
GBP	(240.26)	240.26	(106.62)	106.62
HKD	(0.13)	0.13	(0.09)	0.09
Impact on Profit or Loss as at the end of reporting year	(1,769.28)	1,769.28	(1,307.90)	1,307.90

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Other Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Other Price Risk Sensitivity

The table below summarizes the impact of increases/decreases of the BSE Index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Impact on Profit Before Tax	272.90	393.60
BSE Sensex 30- Increase 5%	13.65	19.68
BSE Sensex 30- Decrease 5%	(13.65)	(19.68)

56. RELATED PARTY DISCLOSURES AS PER IND AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Subsidiary Companies :		
Bhartiya Global Marketing Ltd.	India	100%
J&J Leather Enterprises Ltd.	India	100%
Bhartiya International SEZ Ltd	India	88.95%
Bhartiya Fashion Retail Ltd.	India	100%
Bhartiya Urban Infrastructure Ltd.	India	100%
World Fashion Trade Ltd	Mauritius	100%
Ultima S.A.	Switzerland	100%
Ultima Italia SRL	Italy	100%
Design Industry Ltd.	Hongkong	100%
Design Industry China Ltd.	China	100%
ii) Associate Parties		
Bhartiya City Developers Pvt. Ltd.	India	37%
Tada Mega Leather Cluster Pvt. Ltd.	India	50%
iii) Executive Directors		
Snehdeep Aggarwal		Managing Director
Jaspal Sethi		Whole Time Director (resigned from 31.07.18)
A.K .Gadhok		Whole Time Director (resigned from 16.04.18)
Manoj Khattar		Whole Time Director (appointed from 13.08.18)
iv) Non-Executive Directors		
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Robert Burton Moore Jr		Director
v) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
vi) Relatives of Executive Directors with whom transactions have taken place:		
Kanwal Aggarwal		
vii) Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme		Post Employment Benefit Plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2018-19	2017-18
b) Transactions during the year with Related Parties :		
1. Sales		
World Fashion Trade Ltd	-	300.30
Ultima S.A.	3,011.93	1,024.48
Design Industry Ltd.	2,634.77	5,393.41
J&J Leather Enterprises Ltd.	21.83	-
Bhartiya City Developers Pvt. Ltd.	0.75	-
Ultima Italia SRL	8.53	-
2. Other Income		
Ultima S.A.	313.79	-
World Fashion Trade Ltd	1.23	-
3. Purchase / Job Work		
Ultima Italia SRL	2.03	0.81
J & J Leather Enterprises Ltd	1,686.93	1,386.65
Ultima S.A.	-	185.58
Design Industry China Ltd.	20.95	11.35
4. Ticketing		
Itopia Management Services (India) Pvt. Ltd	-	87.92
5. Salaries		
Snehdeep Aggarwal	18.40	18.40
Jaspal Sethi	3.80	12.68
A.k.Gadhok	0.31	7.04
Manoj Khattar	66.06	-
6. Lease Rent / Rent Paid		
Bhartiya Global Marketing Ltd.	1.00	1.00
J & J Leather Enterprises Ltd	12.00	12.00
Kanwal Aggarwal	-	0.80
7. Commission Expenses		
Ultima Italia SRL	398.58	651.84
World Fashion Trade Ltd	93.93	-
8. Lease Rent Received		
Bhartiya City Developers Pvt Ltd	264.53	213.05
Parushni Interior Designs Pvt Ltd	18.00	18.00
9. Service Charges Paid		
Bhartiya International SEZ Ltd.	35.15	36.90
Bhartiya Fashion Retail Ltd.	30.51	60.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

Particulars	2018-19	2017-18
10. Other Expenses		
Bhartiya International SEZ Ltd.	0.25	-
11. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	5.00	1.50
Robert Burton Moore Jr	89.95	-
12. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	3.78	7.68
13. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.23	0.30
Sandeep Seth	0.30	0.33
Shashank	0.30	0.26
A. Sahasranaman	0.08	0.11
Annapurna Dixit	0.06	0.11
Sanjay Baweja	-	0.06
14. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	10.00	30.00
Balances Outstanding at the year end:		
1. Loan Given		
Bhartiya Fashion Retail Ltd.	12.00	-
2. Advance Paid		
Ultima S.A.	11.50	83.13
Bhartiya Fashion Retail Ltd.	-	1.37
Bhartiya City Developers Pvt Ltd	60.49	-
3. Advance with Suppliers		
J & J Leather Enterprises Ltd.	42.74	64.91
Design Industry China Ltd.	0.41	0.11
4. Trade Receivable		
Designs Industry Ltd.	2.78	1,694.06
World Fashion Trade Ltd.	-	37.82
Ultima S.A.	166.21	-
Ultima Italia SRL	1.34	-
5. Security Deposit (Paid)		
Bhartiya Global Marketing Ltd.	5.00	5.00
6. Trade Payables		
Bhartiya International SEZ Ltd.	37.94	42.25
Ultima Italia SRL	1,388.38	1,567.21
World Fashion Trade Ltd.	3.24	71.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2018-19	2017-18
7. Expenses/Others Payables		
Itopia Management Services (India) Pvt. Ltd.	-	5.06
Bhartiya Global Marketing Ltd.	0.18	-
Bhartiya Fashion Retail Ltd.	2.80	-
8. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	159.79	159.79
Parushni Interior Designs Pvt. Ltd.	1.50	1.50
9. Advance For Supplies		
Ultima S.A.	371.92	597.15
10. Standby Letter of Credit (SBLC) Issued by Company Bankers		
World Fashion Trade Ltd.	242.06	228.06
Ultima S.A.	9,257.58	7,182.31
11. Corporate Guarantee given by Company		
World Fashion Trade,Ultima Italia SRL and Ultima S.A.	388.40	1,704.27

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 27th May, 2019

AOC-1
Pursuant to Proviso to Sub-Section 3 of Section 129 of Companies Act, 2013 with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of Financial Statement of Subsidiaries/Associates Companies/Joint Ventures

PART-A: SUBSIDIARIES

Name of Subsidiaries	Financial Year Ended	Date on which Subsidiary was acquired	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding Share capital & Reserves & Surplus)	Investments	Turnover	Profit /Loss before Taxation	Provision for Taxation	Profit / Loss after Taxation	% of Share holding
Bhartiya Global Marketing Ltd.	31st March, 2019	3rd January, 1996	INR (lacs)	499.90	(99.02)	409.67	8.79	322.68	-	-12.6	-3.93	-8.67	100
J&J Leather Enterprises Ltd.	31st March, 2019	20th March, 1999	INR (lacs)	207.50	323.07	1,071.26	540.69	-	1,687.10	37.01	10.13	26.88	100
Bhartiya International SEZ Ltd.	31st March, 2019	27th February, 2007	INR (lacs)	1,356.92	(12.06)	1,364.00	19.14	-	35.15	-15.26	-	-15.26	88.95
Bhartiya Urban Infrastructure Ltd.	31st March, 2019	6th August, 2015	INR (lacs)	5.00	(2.08)	3.00	0.08	-	0.30	0.08	0.02	0.06	100
Bhartiya Fashion Retail Ltd.	31st March, 2019	26th August, 2009	INR (lacs)	50.00	(49.00)	16.30	15.30	-	30.51	4.71	-	4.71	100
Ultima S. A	31st March, 2019	22nd July, 2002	CHF	695.00	193.21	12,135.26	11,247.05	1,724.25	15,571.07	504.34	46.88	457.47	100
Design Industry Ltd.	31st March, 2019	29th July, 2014	HK\$	8.81	151.18	882.26	722.27	-	7,000.08	25.14	-	25.14	100
Design Industry China Ltd.,	31st March, 2019	8th September, 2015	RMB/Yuan	20.60	(157.86)	62.86	200.11	-	359.48	(125.46)	-	(125.46)	100
Ultima Italia SRL	31st March, 2019	6th February, 2003	EURO	1,553.40	152.89	2,938.91	1,232.62	-	325.50	54.82	37.75	17.07	100
World Fashion Trade Ltd.	31st March, 2019	22nd August, 2006	HK\$	482.84	(574.87)	322.11	414.14	-	379.05	21.95	-	21.95	100

	CHF	HK\$	Euro	RMB Yuan
Exchange rate for Balance Sheet items (except shares capital figures which are stated at invested value)	69.5	8.81	77.67	10.3
Exchange rate for Profit and Loss	70.61	8.92	80.76	10.42

PART-B: ASSOCIATES AND JOINT VENTURES
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures
(INR in Lakhs)

Name Of Associates and Joint Ventures	Last Audited Balance Sheet Date	Date on which the Associate was acquired	Share of Associate/Joint Venture held by the company as on year end			Description of Significant Influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the Year	
			No.	Amount of Investment in Associate/Joint venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
Bhartiya City Developers Pvt. Ltd. *	31st March, 2019	26th August, 2017	34393260	3999.60	36.77%	Voting Power	Not Applicable	6,683.07	80.45	-
Tada Mega Leather Cluster Pvt. Ltd.	31st March, 2019	4th March, 2013	5000	0.05	50.00%	Voting Power	Not Applicable	(1.38)	(0.1000)	-

* The figures for Bhartiya City Developers Private Limited are figures after consolidation with its subsidiaries, Bhartiya Developers Consortium Private Limited, Milestone Buildcon Private Limited and LLP - MSCK Projects LLP.

BHARTIYA

Bhartiya International Limited

Registered Office Address:

56/7, Nallambakkam Village, Via Vandalur,
Chennai - 600 048, Tamil Nadu, INDIA
email: shares@bhartiya.com

Head Office Address:

E-52, New Manglapuri,
Mandi Road (Mehrauli), New Delhi - 110 030. INDIA
email: bhartiya@bhartiya.com

REPORT

ANNUAL

2017-2018

Design-led.

Innovative.

Sustainable.

Reliable.

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CHAIRMAN

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ACCOUNTS OF SUBSIDIARY COMPANIES

147	BHARTIYA GLOBAL MARKETING LTD.
183	J&J LEATHER ENTERPRISES LTD.
218	BHARTIYA INTERNATIONAL SEZ LTD.
248	BHARTIYA FASHION RETAIL LTD.
272	BHARTIYA URBAN INFRASTRUCTURE LTD.
290	WORLD FASHION TRADE LTD.
300	ULTIMA S.A
304	ULTIMA ITALIA S.R.L
306	DESIGN INDUSTRY LTD.
314	DESIGN INDUSTRY CHINA LTD.

01

FROM THE CHAIRMAN

“

My endeavor is profit as an outcome of 'Happiness for all'.

This in my view, is the way to create a sustainable enterprise.

”



It gives me great satisfaction to share that your company continues to grow and prosper. From starting as a leather outerwear company, we have transformed today into a global Apparel and Accessories group with 5 clear business verticals. While consolidating our strength in our manufacturing units, going forward our focus will be to exponentially expand our virtual manufacturing business from India, Italy, Bangladesh and China. With this, the foundation is well set and gives us ample and multifold opportunity to keep growing for the next decade.

One of my goals for the last few years has been to create a strong professional and motivated leadership. While I continue to focus at strategic level, our operations are run independently by very focused and experienced professionals at all levels. We are proud to be one of the few companies in the country involved in the business of manufacturing and supply chain of

fashion products which runs independent of any operational role of the original promoters. This is hugely gratifying and a source of great strength for the company.

Many new divisions in which we have been investing in the last few years are now becoming profitable. This will create more strength and resources and enable us to invest further in growth. As salaries and cost of production in the manufacturing countries in Asia continue to rise, companies are using technology and enhancing efficiency in their production lines. We are also alive to this challenge and are taking steps to benchmark ourselves with the best in class. All our manufacturing units are fully compliant on social parameters and we are moving towards sustainable and environment friendly production methods. We also continue to remain focused in our design thinking and have created a forte in providing design solutions to all our customers and partners. This has enabled us to become a partner of choice to over 100 global fashion brands.

It gives me pride to share that your company has been shortlisted as a Fortune India next 500 Company for the second time this year.

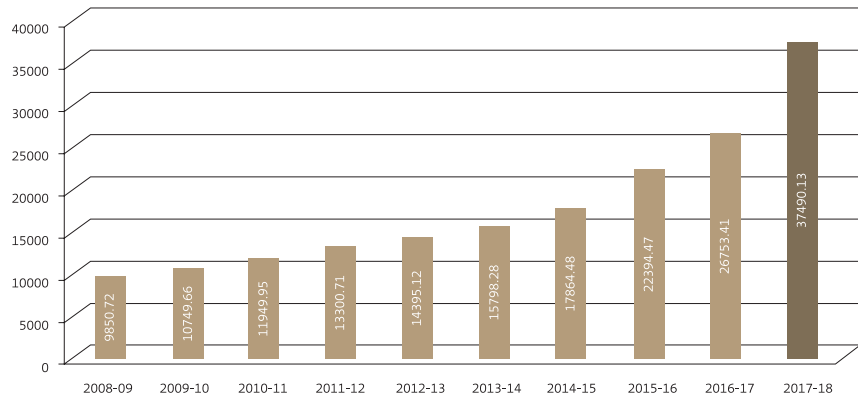
My endeavor is profit as an outcome of 'Happiness for all'. This in my view, is the way to create a sustainable enterprise.

Snehdeep Aggarwal

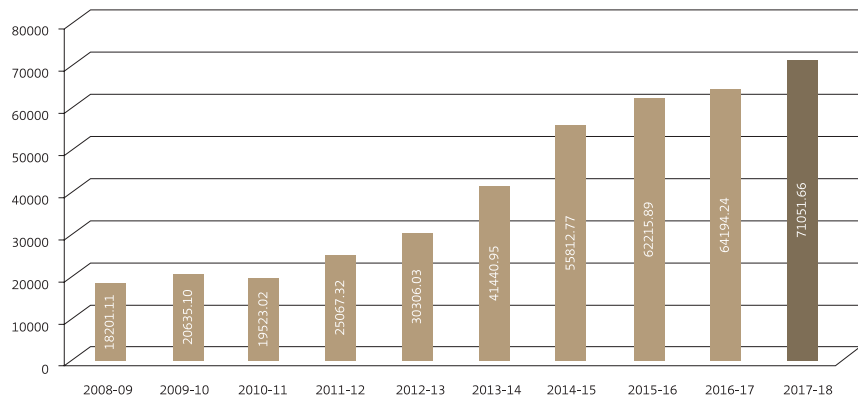


PERFORMANCE HIGHLIGHTS

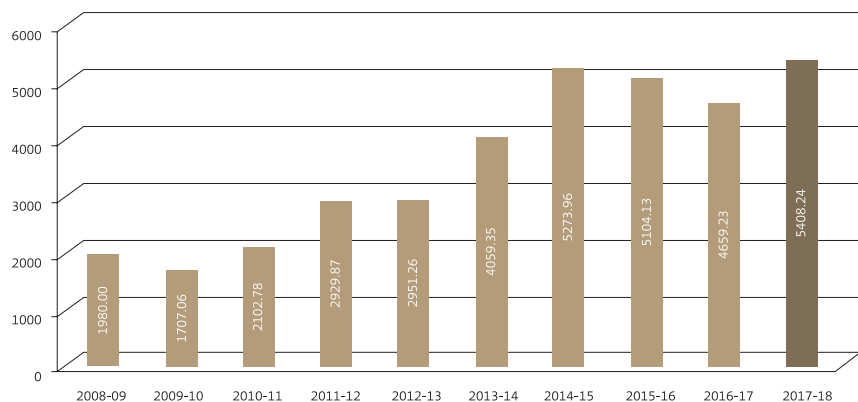
Net Worth (Rs. in Lacs)



Turnover (Rs. in Lacs)



EBITDA (Rs. in Lacs)



BOARD OF DIRECTORS

DIRECTORS

Snehdeep Aggarwal	Managing Director
Ramesh Bhatia	Director
Nikhil Aggarwal	Director
Shashank	Independent Director
A. Sahasranaman	Independent Director
C.L. Handa	Independent Director
Sandeep Seth	Independent Director
Annapurna Dixit	Independent Director
Robert Burton Moore Jr	Additional Director
Manoj Khattar	Additional Director & CFO
Shilpa Budhia	Company Secretary

AUDITORS

KASG & Co., Gurugram

BANKERS

State Bank of India
Corporation Bank
IDBI Bank
HDFC Bank
Indusind Bank
CTBC Bank
Kotak Mahindra Bank
DBS Bank Ltd.
Axis Bank
Yes Bank
RBL Bank

DELHI

Bhartiya International Ltd.
E-52, New Manglपुरi,
Mandi Road (Mehrauli),
New Delhi – 110 030 (India)

GURUGRAM

Bhartiya International Ltd.
Plot No. 38, Sector – 44,
Gurugram – 122 002 Haryana, India

BENGALURU

Bhartiya International Ltd.
27/2, Gottigere, Bannerghatta Road,
Bengaluru – 560 083 (India)

CHENNAI

Bhartiya International Ltd.
56/7, Nallambakkam Village,
Via-Vandalur,
Chennai – 600 048 (India)

TADA

Bhartiya International Ltd.
APIIC Industrial Park,
Konderu Village, Tada Mandal,
SPSR Nellore Distt.,
Andhra Pradesh - 524 401

ITALY

Ultima Italia SRL
Via Vincenzo Monti, 21,
20123 Milano (MI), Italy

SWITZERLAND

Ultima SA
Avenue J.J. Rousseau 7,
CH – 2001 Neuchatel, Switzerland

HONGKONG

World Fashion Trade Ltd.
Unit 609, 6/F, Hong Kong Plaza,
188, Connaught Road West, Hong Kong

Design Industry Ltd.
Room 1104, Crawford House,
70 Queen's Road, Central,
Hong Kong

CHINA

World Fashion Trade Ltd.
Room 407, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China - Post Code: 310 008

Design Industry China Ltd.
Room 407-1, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China – Post Code: 310 008

03

MANAGEMENT DISCUSSION



“Bhartiya International was founded in 1987 and has evolved into a global conglomerate. It currently operates five major businesses: Virtual Manufacturing, Leather Garments, Fashion Accessories, Textile Outerwear and Finished Leather. It is a vertically integrated company with design and sampling facilities in Milan, Hangzhou, Gurugram, Chennai, and Bengaluru and operations in India, Italy, Bangladesh, Switzerland and China.

Bhartiya Fashion is known for latest designs, quality production, short lead times, and sustainability and is led by experienced industry leaders in all businesses. Mr. Errol Martin, an experienced global supply chain specialist, joined us as Chief Executive Officer.

VIRTUAL MANUFACTURING

Virtual Manufacturing (VM), our sourcing business, is the fastest growing among the group. It is driven from Delhi and Milan. Delhi focuses on ladies soft woven and Milan focuses on outerwear, predominantly sourcing from China. The business is design driven, has world-class design studios in Milan and Gurugram with a team of young designers from all over the world and is expanding our sourcing capabilities.

Assessment platform was initiated last year for supply chain in order to fulfill customer specific compliance criteria's and this has enabled the VM business to work with global premium brands.

The Milan office is a major contributor to Virtual Manufacturing and continues to grow. New product categories were added this year, including denim garments for European and US markets. It has also partnered with more facilitators in Europe to grow the business. The current categories are PU and textile outerwear, ladies soft woven, kids wear, denim and, chinos, etc.

LEATHER GARMENTS

We are the largest leather garment manufacturer in India and continue to grow even bigger. This year, the key focus has been on sustainability and new product development. Our manufacturing units are following strict guidelines for sustainability and compliance requirements.

Design teams continue to innovate new products: leather skirts,

& ANALYSIS



shearling jackets, and leather pants. Dedicated merchandizing teams, sampling facility, production lines, and factories have been established for best brands and high-street retailers for many years. The manufacturing facilities are in Bengaluru and design offices in Gurugram and Milan.

FASHION ACCESSORIES

With a vision of producing high quality leather and non-leather accessories in India, our accessories business has grown multi fold. This year, the accessories business is expected to be a major contributor to the total revenue. The business is focused on design led quality products. In this respect, we have launched a dedicated world-class sampling and product development facility.

Full-time designers in Milan and Chennai develop leather and non-leather accessories and our customer base has expanded to more customers in US, Europe,

and UK. This year we launched dedicated lines for belt manufacturing and this category has been growing at an exponential pace. Well-qualified industrial engineers and managers are leading production planning, raw material sourcing, operational efficiency, deliveries, and quality control.

TEXTILE OUTERWEAR

This is the second full year of operation of textile outerwear. The business is producing the highest quality products to global customers. Capitalizing on our leather relationship with global brands, the business is expanding rapidly.

The business continues to add more machines to strengthen our production facilities and has specialized designers in Milan and Bengaluru. The business added a fabric-sourcing unit in the East Asia and wash facility in Bengaluru to achieve quality production and efficiency in this business.

FINISHED LEATHER

Bhartiya has a dedicated leather tannery in Chennai, which can process 15,000 skins each day. This upstream integration enables Bhartiya to create new finishes and fashions in leather. This facility has multiplied its capacity to serve as the hub for leather sourcing and finishing. A dedicated Italian designer works on developing new leathers and organizes two leather collections per year. The research and development team develop new styles of leathers using most sustainable ways and using eco friendly chemicals.

The raw materials, including hides and skins, are sourced from New Zealand, the United Kingdom, Spain, France and Italy, as well as goat and sheep skins sourced from the Middle East and Latin America. The tannery is an LWG certified tannery.

04 OUR COMPANY



HUMAN RESOURCES

Human Resources in the organization is working round the clock to support the business to excel in terms of acquiring best talent and bringing the best practices to develop the existing talent. As it is said that empowered and energized workforce results into superior business performance, so has been witnessed in Bhartiya business too.

Since technology is the utmost need to support the people's need, the HR team innovates their portal from time-to-time to keep abreast with the changing technology and making lives easy. There has been constant changes and efforts to advance the technology piece and link it with people practices. Bhartiya also works for the benefit of the society and takes part in the CSR activities.

Overall the HR team is constantly working to develop the leadership and assist people in developing themselves to face the ever challenging and volatile business environment.

INTERNAL CONTROL SYSTEM

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

RISK MANAGEMENT

The Company has made process which identifies, assesses and manages risk at Strategic, Operational and Compliance levels, across business units, functions and geographies. The board of directors are informed about the risks or opportunities that could have an adverse impact on the Company's operations or to that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The risk management process is reviewed and evaluated by the board of directors. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CAUTIONARY STATEMENT

All the statements and assertions in this report regarding the projections, estimates and outlook are subject to current market situations and expected effects of future events on current and developing circumstances. Results may vary due to a number of factors, which could effect the Company's business operations, such as demand and supply conditions, price inputs, change in government levies and regulations, industrial relations and other economic variables in the country. Bhartiya International cannot be held responsible in any way for such statements and it undertakes no obligations to publicly update these to reflect subsequent events or circumstances.

BHARTIYA CITY, BENGALURU, INDIA

Located in Bengaluru, India; Bhartiya City is an inclusive and sustainable development; integrating homes, work spaces, shopping spaces, hospital, school, parks and bike paths to enliven and enrich citizens' lives. A city where local colour is celebrated and championed and Global Best Practices meet Indian culture.

Harnessing the insight into lifestyle solutions across the world, we created Bhartiya City. Conceived in partnership with our residential brand, Nikoo Homes, this is the first integrated city of its kind in India. An experienced team of professionals comprising some of the best local and international talent in the real estate development industry, with many years of combined experience have collaborated with architects and urban planners of international repute to bring their expertise to Bhartiya City.

Bhartiya's urban mixed-use hub is what binds the city and its varied districts together. Bhartiya City spreads over 125 acre and is being built around a vibrant City Centre. With shopping, hotels, a financial district, IT park, hospital and schools, the many activities and experiences are interconnected by urban spaces of differing scale and character.

Bhartiya city has seen significant progress in the past one year. Handover began last year for Nikoo Homes I and now its is inhabited by over 400 families. The construction of Nikoo Homes II that comprises 2400 homes is under construction and in full swing. The first phase of BCIT (Bhartiya Centre for Information Technology) was completed last year and phase II is under development. It is currently occupied by tenants like IBM, Infosys, Maersk, PFS southerland to name a few. The construction of the Bhartiya City Centre that comprises Retail mall, High Street, Cinema and Convention centre began last year. It spreads across 8 Lakh sq. ft and will offer over 140 brands with PVR signed up as the multiplex partner.

Last year has seen the city coming to life with people and companies moving into the city. Bhartiya City is turning out to be an upcoming destination with various events being held at the city.





DIRECTORS' REPORT

Your Directors have pleasure in presenting the 31st Annual Report and the Audited Financial Statements of the Company for the financial Year Ended 31st March, 2018.

FINANCIAL RESULTS

The consolidated and standalone financial results of the Company for the financial Year Ended 31st March, 2018 are as follows:

(Rs. in Lacs)

Particulars	Consolidated		Standalone	
	2017-18	2016-17	2017-18	2016-17
Net Sales/ Income from Operations	71,051.66	64,194.24	51,825.97	47,254.75
Other Income	725.54	618.56	526.12	571.14
Total Income	71,777.20	64,812.80	52,352.09	47,825.89
Profit before Interest, Tax & Depreciation	5,408.24	4,659.23	4,392.53	3,734.13
Finance Cost	1,956.06	1,390.45	1,722.71	1,341.74
Profit before Tax & Depreciation	3,452.18	3,268.78	2,669.82	2,392.39
Depreciation	748.27	601.53	628.79	459.09
Profit Before Tax	2,703.90	2,667.25	2,041.03	1,933.31
Tax Expenses	842.61	808.95	727.94	685.21
Net Profit after Tax	1,861.30	1,858.30	1,313.09	1,248.10
Share of Net Profit/(Loss) of Associates	(118.07)	(58.54)	-	-
Net Profit	1,743.23	1,799.76	1,313.09	1,248.10
Other Comprehensive Income	3.39	(6.11)	5.70	(8.30)
Total Comprehensive Income for the Year	1,746.62	1,793.65	1,318.79	1,239.80
Paid up Equity Share Capital	1,218.13	1,174.09	1,218.13	1,174.09
Reserve (Excl. Revaluation Reserve)	36,272.00	25,579.31	24,211.22	22,624.34
Earning per Share (Basic) Rs.	14.42	15.33	10.87	10.65
Earning per Share (Diluted) Rs.	14.28	14.98	10.76	10.58
Dividend	12%	12%	12%	12%

PERFORMANCE REVIEW

On Consolidated basis, during the year under review, the Company achieved a turnover of Rs. 71051.66 Lacs as against Rs. 64194.24 Lacs in the previous year showing an increase of 10.68%. The Net Profit after taxes minority interest and share of profit/(loss) of associates was reported at Rs. 1743.23 Lacs as against Rs. 1799.76 Lacs in the previous year.

On Standalone basis, during the year under review, the Company achieved a turnover of Rs. 51825.97 Lacs as against Rs. 47254.75 Lacs in the previous year showing an increase of 9.67%. The Net Profit after taxes also increased to Rs. 1313.09 Lacs as compared to Rs. 1248.11 Lacs in the previous year showing an increase of 5.20%.

DIVIDEND

Your Directors have recommended a Dividend of Rs.1.20/- per paid-up equity share of Rs. 10/- each (i.e. @ 12%) for the Financial Year Ended 31st March, 2018. The dividend payout is subject to approval of members at the ensuing Annual General Meeting. Together with the Dividend Distribution Tax, the total outflow on account of dividend will be approximately Rs. 1.76 Crore.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Since, the Company is currently not falling under the above category, the requirement of adopting the Policy is currently not applicable to the Company.

RESERVES

During the period under review an amount of Rs. 2 Crore has been transferred to Reserves of the Company.

SHARE CAPITAL

During the year under review, the following changes had taken place in the Paid-up Equity Share Capital of the Company:

Dates	Description	No. of Shares of Face Value of Rs.10/- each	Total Value of Shares in Rs.
1 st April, 2017	Share Capital at the beginning of the year	11740945	11,74,09,450
Add			
14 th April, 2017	Equity shares allotted pursuant to conversion of Warrants	400000	40,00,000
3 rd May, 2017	Equity Shares allotted pursuant to ESOP scheme	681	6,810
4 th September, 2017	Equity Shares allotted pursuant to ESOP scheme	4892	48,920
8 th January, 2018	Equity Shares allotted pursuant to ESOP scheme	15271	1,52,710
12 th March, 2018	Equity Shares allotted pursuant to ESOP scheme	11849	1,18,490
31 st March, 2018	Equity Shares allotted pursuant to ESOP scheme	7616	76,160
31 st March, 2018	Share Capital at the end of the year	12181254	12,18,12,540

As on 31st March, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

EMPLOYEES STOCK OPTION PLAN

During the year under review, the Company has granted 30,000 stock options to eligible employees of the Company based on their performance under the Employee Stock Option Plan 2013.

During the year under review, the Company has allotted 40309 equity shares of Rs. 10/- each on exercise of vested options by certain employees of the Company and its subsidiaries.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines') read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has received a certificate from the Statutory Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders. The certificate would be placed at the Annual General Meeting for inspection by members.

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 as at 31st March, 2018, is set out in **Annexure A** to this Report.

FINANCIAL STATEMENTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the Year Ended on 31st March, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the Year Ended 31st March, 2018.

DETAILS AND PERFORMANCE OF SUBSIDIARY COMPANIES**Domestic Subsidiaries****Bhartiya Global Marketing Ltd.**

It is a Global Marketing Company engaged in export of textile and leather garments. The total revenues of the Company was Rs. 2,831,670/- and the net loss was Rs. 1,300,451/- during the financial year 2017-18.

J&J Leather Enterprises Ltd.

This Company is a tannery to support our leather garments and accessories business through conversion of wet blue leather into finished leather. The total revenues of the Company was Rs.138,689,406/- and the net profit was Rs. 2,398,917/- during the financial year 2017-18.

Bhartiya International SEZ Ltd.

The Company is incorporated to develop sector specific Special Economic Zone (SEZ) of Leather & Leather Products. It is a joint venture between Bhartiya International Ltd. and Andhra Pradesh Industrial Infrastructure Corporation. The total revenues of the Company was Rs. 3,690,476/- and the net loss was Rs. 3,111,387/- during the financial year 2017-18.

Bhartiya Fashion Retail Ltd.

The Company had registered a profit of Rs. 754,681/- for the financial year 2017-18.

Bhartiya Urban Infrastructure Ltd.

The Company had registered a loss of Rs. 9,488/- for the financial year 2017-18.

Overseas Subsidiaries**Ultima S.A. Switzerland**

The Company is engaged in marketing and selling of outwears including leather garments, accessories and textile products in Europe. The total revenues of the Company was CHF 26,840,206.87 and the net profit was CHF 709,095.28 during the financial year 2017-18.

World Fashion Trade Ltd., Mauritius

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China, India and Bangladesh for marketing and selling in Europe and US markets. The total revenues of the Company was HK\$ 14,129,495 and the Company has registered a net profit of HK\$ 310,332 for the period ended 31st March, 2018.

Ultima Italia SRL, Italy

This company markets all fashion products including fur and leather garments in Italian market. The total revenues of the Company was Euro 2,184,835 and the net profit was Euro 15,005 during the financial year 2017-18.

Design Industry Ltd., Hongkong

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China and India for marketing and selling in Europe. The total revenues of the Company was HK\$ 97,366,751 and the net profit was HK\$ 368,979.

Design Industry China Ltd., China

This company is engaged in marketing and selling of outerwear (including leather, PU Garments, fashion accessories) from China for marketing and selling in China. The total revenue of the Company was RMB Yuan 4,060,675.30 and the net loss was RMB Yuan 504,675.67.

New Subsidiary/Associate Company incorporated /dissolved during the year

During the year under review, Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd. an Associate Company of Bhartiya International Ltd. has merged with Bhartiya City Developers Pvt. Ltd. and ceased to exist.

Accordingly, Bhartiya City Developers Pvt. Ltd. has become an Associate Company of Bhartiya International Ltd..

Bhartiya City Developers Pvt. Ltd. is having two wholly owned subsidiaries, namely: Milestone Buildcon Pvt. Ltd. and Bhartiya Developers Consortium Pvt. Ltd..

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, forms an integral part of this Report. The same is provided herewith as **Annexure B**.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company's securities are listed at the following Stock Exchanges in India: -

1. BSE Ltd.
2. The National Stock Exchange of India Ltd.

The Annual Listing fee for the Financial Year 2018-2019 has already been paid to both the above Stock Exchanges.

DIRECTORS

Mr. Sanjay Baweja (DIN: 00232126) Independent Director of the Company stepped down from the said position with effect from 3rd October, 2017, on account of his taking new position on employment basis within the Group. The Board places on record its appreciation for contribution made by him during his tenure as Independent Director of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Ramesh Bhatia (DIN: 00052320) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

Mr. Ashok Kumar Gadhok (DIN: 01254410), Whole-Time Director of the Company resigned from the Board of the Company with effect from 16th April, 2018, on account of his age, seniority and increasing personal engagements, after having served the Group for almost two decades. Your directors would like to place on record their sincere gratitude for the enormous contribution made by Mr. Ashok Kumar Gadhok as the Whole-Time Director of the Company. The Company and the Board benefitted immensely from Mr. Gadhok's vast experience, knowledge and insights.

Further, the tenure of Ms. Jaspal Sethi (DIN: 01689695) as Whole-Time Director concluded on 31st July, 2018. Due to her other important commitments, she has conveyed her inability to continue as a Director. The Company and the Board benefitted immensely from Ms. Jaspal Sethi's vast experience, knowledge and insights and your Board places on record their sincere gratitude for the enormous contribution made by her during her service.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Robert Burton Moore Jr. (DIN: 08108097) as an Additional Director on 16th April, 2018 to hold office as Non-Executive Director of the Company, subject to approval of members of the Company. He would be liable to retire by rotation.

In addition, based on the recommendation of Nomination and Remuneration Committee, Mr. Manoj Khattar (DIN:00694981) was appointed as Additional Director to function in the capacity of Whole-Time Director and Chief Financial Officer (CFO) of the Company with effect from 13th August, 2018, subject to approval of members in the ensuing Annual General Meeting. Appropriate resolutions seeking his appointment as Whole-Time Director along with the terms and conditions forms part of AGM Notice.

The Company has received notice in writing from member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Robert Burton Moore Jr. and Mr. Manoj Khattar as Director and Whole-Time Director, respectively. Mr. Manoj Khattar will hold the position of CFO(KMP) of the Company alongside the position of Whole-Time Director.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Appropriate Resolutions seeking your approval for re-appointment of Mr. Ramesh Bhatia as Director, appointment of Mr. Manoj Khattar as Whole-Time Director and Mr. Robert Burton Moore Jr. as Non-Executive Director is included in the Notice.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company:

Sl. No.	Name of the person	Designation
1	Mr. Snehdeep Aggarwal	Managing Director
2	Mr. Manoj Khattar	Additional Director & Chief Financial Officer
3	Ms. Shilpa Budhia	Company Secretary

COMMITTEES

The Board of Directors has the following mandatory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of Committees, terms of reference and numbers of Meetings held during the Financial Year 2017-18 is provided in the Corporate Governance Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Managing Director, Whole-Time Directors and the other Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2017-18, five Board Meetings of the Company were held. The details of the Meetings of the Board held during the Financial Year 2017-18 forms part of the Corporate Governance Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

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

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.bhartiyafashion.com).

NOMINATION AND 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. This policy also lays down the criteria for selection and appointment of Board members. The details of this policy are explained in the Corporate Governance Report.

RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the year under review were on arm's length basis and in ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in the form AOC-2 is not required. Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the Financial Statements.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature with Related Parties. A statement giving details of all the related party transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bhartiyafashion.com. Mr. Robert Burton Moore Jr. is obtaining professional fees for holding office or place of profit in the Company. None of the other Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) that in the preparation of the annual accounts for the financial Year Ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2018 and of the profit of the company for the Year Ended on that date;
- (c) that 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;
- (d) that the annual accounts have been prepared on a going concern basis; and
- (e) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDIT

At the last Annual General Meeting (AGM) held on 27th September, 2017, M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C) were appointed as the Statutory Auditors of the Company for an initial term of 5 years. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 31st Annual General Meeting.

The Report given by M/s. K A S G & Co., Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year 2017-18 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

COST AUDIT AND MAINTANANCE OF COST RECORD

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year 2018-19.

Further, maintenance of cost record as specified by the Central Government, under sub-section-1 of Section 148 of the Companies Act, 2013 is not required.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company had appointed Mr. Ravi Sharma., Practicing Company Secretary, FCS NO. 4468, C. P. NO. 3666 from M/s. RSM & Co. to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure C** and forms an integral part of this report.

There is no secretarial audit qualification for the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

RISK MANAGEMENT

The Company has adequate risk management process to identify and notify the board of directors about the risks or opportunities that could have an adverse impact on the Company's operations or that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the field of education by mainly providing scholarship to the students and extending donations/fund towards construction of school.

These projects are in accordance with the Schedule VII of the Companies Act, 2013 and the Company's CSR Policy. The report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure D** forming part of this report.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the work place with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. Further, the Company has complied with provision relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013).

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the Year Ended 31st March, 2018 on the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is given in the **Annexure E** forming part of this report.

HUMAN RESOURCES

Human Resources in the organization is working round the clock to support the business to excel in terms of acquiring best talent and bringing the best practices to develop the existing talent. As it is said that empowered and energized workforce results into superior business performance, so has been witnessed in Bhartiya business too.

Since technology is the utmost need to support the people's need, the HR team innovates their portal from time-to-time to keep abreast with the changing technology and making lives easy. There has been constant changes and efforts to advance the technology piece and link it with people practices.

Overall the HR team is constantly working to develop the leadership and assist people in developing themselves to face the ever challenging and volatile business environment.

PARTICULARS OF EMPLOYEES

During the financial year 2017-18, the Company had 324 employees.

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this report.

Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered

office of the Company during business hours on working days upto the date of ensuing Annual General Meeting. Any member interested in obtaining such information May, write to the Company Secretary and the same will be furnished on request. The Annual Report including the aforesaid information is also available on the Company's website.

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

TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, 41620 Equity shares of face value of Rs. 10/- each of 352 Shareholders of the Company, have been transferred/ credited to the Demat account of Investor Education and Protection Fund Authority (IEPF Authority) in accordance with Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, whose dividend has not been encashed on such shares, since last seven consecutive years. The details thereof are available under 'Investor Section' on the Website of the Company viz. www.bhartiyafashion.com. Any person whose shares and/or unclaimed dividend has been transferred to the IEPF Authority May, claim the shares and/or apply for refund in respect of unclaimed dividend, as the case May, be, under the provisions of the Companies Act, 2013 and rules made thereunder.

DEMAT SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

There are no unclaimed shares of the Company.

PUBLIC DEPOSIT

The Company has neither invited/ nor accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

BUSINESS RESPONSIBILITY REPORTING

The Business Responsibility Reporting as required under Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is not applicable to your Company for the financial year ending 31st March, 2018.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes occurred in between the financial Year Ended on 31st March, 2018 and date of the report of the Company which affects the financial position of the Company.

ACKNOWLEDGEMENTS

Your Directors are highly grateful for all the help, guidance and support received from the valued customers, suppliers, vendors, other business associates, various government and local authorities as well as the various Banks.

The Board places on record its appreciation for the devoted and dedicated services rendered by all the employees in taking the Company forward.

For and on behalf of the Board

Gurugram, 13th August, 2018

Snehdeep Aggarwal
Managing Director
DIN: 00928080

Sandeep Seth
Director
DIN: 01408624

ANNEXURE A - ESOP DISCLOSURE

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014.

The details of the Employees Stock Option Plan, 2013 approved by the Company is valid as on date and there has been no variation in the Scheme.

- * Relevant disclosures in terms of the "Guidance note on accounting for employee share-based payments" issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided on the weblink: [www.bhartiyafashion.com]
- * Diluted EPS on issue of shares in accordance with "Accounting Standard 20 - Earnings Per Share" issued by ICAI: Rs. 13.40/-

A. Details related to Employees Stock Option Plan, 2013

Name of the Scheme	Employees Stock Option Plan, 2013
Date of shareholders approval	23rd September, 2013
Total number of options approved under ESOS	400,000
Vesting requirements	The minimum vesting period shall be 1 (one) year from the date of grant and May, extend upto 4 (four) years as May, be determined by the Board/ Nomination and Remuneration Committee.
Exercise price or pricing formula	The Exercise Price per option shall be such discounted price to the Market Price of the Equity Shares of the Company as May, be determined by the Board / Nomination and Remuneration Committee.
Maximum term of options granted	The options vested should be exercise a within 5 years from the date of such respective vesting.
Source of shares	Fresh issue of shares
Variation in terms of options	None
Method used for accounting of ESOPs	Intrinsic Value
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by Rs. 8.12 lakhs (Previous Year lower by Rs. 313.36 lakhs).
	(Rs. in lakhs)
	FY 2017-18
	Particulars
	Profit after tax 1,318.79
	Add: Employee compensation cost as per intrinsic value 111.81
	Less: Employee compensation cost as per fair value 119.93
	Adjusted profit after tax 1,310.67
	EPS (as reported)
	Basic 10.87
	Diluted 10.76
	EPS (as adjusted)
	Basic 10.80
	Diluted 10.69

B. Details of options granted to senior managerial personnel or identified employees is as under:

Particulars	Year Ended 31 st March, 2018
Senior managerial personnel	30000
Any other employees who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	NA
Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA

C. The activity in the Employees Stock Option Plan during the Year Ended 31st March, 2018 is as under:

Particulars	Year Ended 31 st March, 2018		
Number of options outstanding at the beginning of the period	115,329		
Number of options granted during the year	30,000		
Number of options forfeited / lapsed during the year	12,016		
Number of options vested during the year	39,812		
Number of options exercised during the year	40,309		
Number of shares arising as a result of exercise of options	40,309		
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 2015450		
Loan repaid by the Trust during the year from exercise price received	NA		
Number of options outstanding at the end of the year	93,004		
Number of options exercisable at the end of the year	16,954		
Weighted average exercise price and weighted average fair value of Options granted during the year for Options whose exercise price either equals or exceeds or is less than the market price of the stock. Options whose exercise price is less than the market price: - Weighted average exercise price of options - Weighted average fair value of options	450.00 237.71		
A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:			
Date of Grant	16th September, 2015	31st December, 2015	3rd February, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00
Expected volatility	29.24%	33.10%	25.71%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years
Expected dividends	0.21%	0.19%	0.26%
Risk free rate of return	8.17%	7.96%	7.82%
The method used and the assumptions made to incorporate the effects of expected early exercise	Historical data for early exercise of Options is not accurate / uniform, hence not considered in expected life calculations.		
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange, over twelve months period prior to the date of grant has been considered.		
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in the points above.		

Annexure - B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial Year Ended on 31.03.2018

[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:

- i) CIN : L74899TN1987PLC111744
- ii) Registration Date : 07.01.1987
- iii) Name of the Company : Bhartiya International Ltd
- iv) Category Sub-Category of Company : Public Ltd. Company
- v) Address of the Regd. Office and contact details : 56/7, Nallambakkam Village,
(Via Vandalur), Chennai- 600 048
Tel: 9551050418/19/20/21
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Mas Service Ltd.
Okhla Industrial Area,
Phase-II, New Delhi- 110 020
Phone No. 011- 26387281-83

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:-

S.N.	Name and Description of Main Products / Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Leather & Textile Products	1410 and 1512	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.N.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bhartiya Global Marketing Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	U74899DL1996PLC075128	Indian Subsidiary Company	100%	2(87)
2	J & J Leather Enterprises Ltd 56/7, Nallambakkam Village, (Via Vandalur), Chennai – 600 048	U18209TN1991PLC020874	Indian Subsidiary Company	100%	2(87)
3	Bhartiya International SEZ. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U74999DL2007PLC159827	Indian Subsidiary Company	88.95%	2(87)
4	Bhartiya Fashion Retail Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U17120DL2009PLC193608	Indian Subsidiary Company	100%	2(87)
5	Bhartiya Urban Infrastructure Ltd. 56/7, Nallambakkam Village, (Via Vandalur), Chennai– 600048	U70100TN2015PLC101707	Indian Subsidiary Company	100%	2(87)
6	World Fashion Trade Ltd, Mauritius Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	-	Overseas subsidiary Company	100%	2(87)
7	Ultima S.A., Switzerland Avenue J.-J. Rousseau-7, CH-2001, Neuchatel, Switzerland	CH-645-40960339	Overseas Subsidiary Company	100%	2(87)
8	Ultima Italia SRL, Italy Via Vincenzo Monti, 21 20123 Milano (MI), Italy	-	Overseas Subsidiary Company	100%	2(87)

S.N.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
9	Design Industry Ltd. Room 1104, Crawford House, 70 Queen Road Central, Hong Kong	-	Overseas Subsidiary Company	100%	2(87)
10	Design Industry China Ltd Room 407-1, Tower 8, United Plaza, No. 58 Qianjiang Road, Hangzhou, China	-	Overseas Subsidiary Company	100%	2(87)
11	Tada Mega Leather Cluster Pvt. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	U74140DL2013PTC249002	Associate Company	50%	2(6)
12	Bhartiya City Developers Pvt. Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U45200TN2008PTC103956	Associate Company	36.77%	2(6)
13	Bhartiya Developers Consortium Pvt. Ltd. Plot no. 38, Sector-44, Gurugram- 122002	U45201HR2005PTC036107	Associate Company	36.77%	2(6)
14	Milestone Buildcon Pvt. Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U45201TN2005PTC112747	Associate Company	36.77%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter(s)									
(1) Indian									
a) Individual/ HUF	2102636	130000	2232636	19.02	2232636	-	2232636	18.33	(0.69)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate.	3561926	-	3561926	30.34	3561926	-	3561926	29.24	(1.10)
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	5664562	130000	5794562	49.36	5794562	-	5794562	47.57	(1.79)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5664562	130000	5794562	49.36	5794562	-	5794562	47.57	(1.79)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	3000	3000	0.03	-	-	-	-	(0.03)
b) Banks / FI	2200	300	2500	0.02	16253	200	16453	0.14	0.12
c) Central Govt.	-	-	-	-	39989	0	39989	0.33	0.33
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in share-holding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	25000	-	25000	0.21	25705	-	25705	0.21	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	292	22700	22992	0.20	2	22500	22502	0.18	(0.02)
Sub-total (B)(1):	27492	26000	53492	0.46	81949	22700	104649	0.86	0.40
2. Non- Institutions									
a) Bodies Corporate.									
i) Indian	2733082	-	2733082	23.27	2966938	-	2966938	24.36	1.09
ii) Overseas	746815	-	746815	6.36	984789	-	984789	8.08	1.72
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	876796	123836	1000632	8.52	964301	81604	1045905	8.59	(0.07)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1171488	-	1171488	9.97	967982	-	967982	7.95	(2.02)
c) Others	-	-	-	-	-	-	-	-	-
(1) Trusts	-	-	-	-	-	-	-	-	-
(2) Foreign National	-	-	-	-	-	-	-	-	-
(3) Non Resident Indian	25340	-	25340	0.22	33939	1000	34339	0.28	0.06
(4) Clearing Members	15083	-	15083	0.13	22050	-	22050	0.18	0.05
(5) Hindu Undivided Family	77651	-	77651	0.66	129624	-	129624	1.06	0.40
(6) Director(s)	98600	24200	122800	1.05	98600	24200	122800	1.01	(0.04)
Sub-total (B)(2)	5744855	148036	5892891	50.18	6168223	106804	6274427	51.51	1.33
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5730047	319239	6049286	51.64	6250172	129504	6379076	52.37	0.73
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)*	11436909	304036	11740945	100	12044734	129504	12173638	100	-

* Note: 7616 Equity shares of face value of Rs. 10/ each allotted on 31st March, 2018 is not taken into account as the same was pending for listing as on 31st March, 2018.

(ii) Shareholding of Promoters

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in shareholding during the year
1	Snehdeep Aggarwal	1143362	9.74	-	1143362	9.39	-	(0.35)
2	Ramesh Bhatia	340250	2.90	-	340250	2.79	-	(0.11)
3	Arjun Aggarwal	496150	4.23	-	496150	4.07	-	(0.16)
4	Parushini Aggarwal	7500	0.06	-	7500	0.06	-	0
5	Pawan Aggarwal	5000	0.04	-	5000	0.04	-	0
6	Kanwal Aggarwal	190374	1.62	-	190374	1.56	-	(0.06)
7	Snehdeep & Co. HUF	50000	0.43	-	50000	0.41	-	(0.02)
8	Bhartiya Global Ventures Pvt. Ltd	1850000	15.76	-	1850000	15.19	-	(0.57)
9	Bhartiya Advisory Services Pvt. Ltd	681926	5.81	-	681926	5.60	-	(0.21)
10	Bhartiya Infotech Pvt. Ltd	1000000	8.52	-	1000000	8.21	-	(0.31)
11	R.L. Bhatia Associates Pvt. Ltd	30000	0.25	-	30000	0.25	-	0
	TOTAL	5794562	49.36	-	5794562	47.57	-	(1.79)

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

S. N.	Particulars	Shareholding at the beginning of the year		Changes (Increase/ Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	Percentage	No. of shares	% of total shares of the company
NO CHANGE							

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

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	Girish Shankarlal Dhoot	315000	2.68	315000	2.59
2	Srinivas BS	126112	1.07	126112	1.04
3	Superfine Carpets Pvt. Ltd.	613533	5.23	1236684	10.15
4	Vinod Infotech Pvt. Ltd.	115872	0.99	193888	1.59
5	Dwarkadhish Trading Pvt. Ltd.	235000	2.00	190000	1.56
6	TIMF Holdings	467000	3.98	706474	5.80
7	Karuna Ventures Pvt. Ltd.	0	0.00	400000	3.28
8	Share Point LLP	285500	2.43	285500	2.34
9	Morgan Stanley Asia (Singapore) Pte	278315	2.37	278315	2.28
10	Mangal Keshav Capital Ltd.	23173	0.20	91000	0.75

*The shares of the Company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Snehdeep Aggarwal				
	At the beginning of the year	1143362	9.74	1143362	9.39
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	1143362	9.39
2	Mr. A.K. Gadhok				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
3	Mr. Ramesh Bhatia				
	At the beginning of the year	340250	2.90	340250	2.79
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. Allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	340250	2.79
4	Ms. Annapurna Dixit				
	At the beginning of the year	4000	0.03	4000	0.03
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	4000	0.03
5	Ms. Jaspal Sethi				
	At the beginning of the year	98800	0.84	98800	0.81
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	98800	0.81
6	Mr. Nikhil Aggarwal				
	At the beginning of the year	20000	0.17	20000	0.16
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	20000	0.16
7	Mr. Shashank				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
8	Mr. A. Sahasranaman				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil

S. N.	Shareholding of each Directors and each Key Management Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	Mr. C. L. Handa				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
10	Mr. Sandeep Seth				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
11	Mr. Sanjay Baweja				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
12	Mr. Manoj Khattar				
	At the beginning of the year	9250	0.08	9250	0.08
	Purchase of Shares - 4th April 2017	5000	0.04	14250	0.12
	Purchase of Shares - 6th April 2017	5000	0.04	19250	0.16
	Sale of Shares - 20th September 2017	(2000)	0.02	17250	0.14
	At the End of the year	-	-	17250	0.14
13	Ms. Shilpa Budhia				
	At the beginning of the year	Nil	Nil	1	0.00
	Allotment of shares under ESOP – 8 th January 2018			357	0.003
	Sale of shares – 19 th January 2018			(158)	0.001
	Sale of shares – 2 nd February 2018			(100)	0.000
	Sale of shares – 5 th February 2018			(100)	0
	At the End of the year	-	-	Nil	Nil

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (In Rs.)
		Mr. Snehdeep Aggarwal	Mr. A. K. Gadhok	Ms. Jaspal Sethi	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1800000	695656	1268250	3763906
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39600	8100	-	47700
	(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)	1839600	703756	1268250	3811606
	Ceiling as per the Act	(Ceiling as per the Act @ 10% of profits calculated under Calculated under Section 198 of the Companies Act, 2013)			

B. Remuneration to other Directors:

S. N.	Particulars of Remuneration	Name of Directors								Total Amount (in Rs.)
		Mr. A. Sahasranaman	Mr. Shashank	Mr. Sandeep Seth	Mrs. Annapurna Dixit	Mr. C. L. Handa	Mr. Nikhil Aggarwal	Mr. Ramesh Bhatia	Mr. Sanjay Baweja	
	· Fee for attending board committee meetings	10000	22500	27500	10000	25000	-	2500	5000	102500
	· Commission	-	-	-	-	-	-	-	-	-
	· Others, please specify	-	-	-	-	-	-	-	-	-
	Total	10000	22500	27500	10000	25000	-	2500	5000	102500
	Overall Ceiling as per the Act	(Ceiling as per the Act @ 10% of profits calculated under Section 198 of the Companies Act, 2013)								

Total Managerial Remuneration is Rs. 3,914,106/- (Rupees Thirty Nine Lacs Fourteen Thousand One Hundred Six Only)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

S.N	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1222844	9595424	10818268
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	178487	1020836	1199323
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option (balance in nos.)	400	3340	3740
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify			
	Total	1401331	10616260	12017591

VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,576,965,009	-	-	2,576,965,009
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,131,954	-	-	1,131,954
Total (i+ii+iii)	2,578,096,963	-	-	2,578,096,963
Change in Indebtedness during the financial year				
· Addition	298,463,092	-	-	298,463,092
· Reduction	51,912,779	-	-	51,912,779
Net Change	246,550,313	-	-	246,550,313
Indebtedness at the end of the financial year				
i) Principal Amount	2,823,515,322	-	-	2,823,515,322
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,252,793	-	-	3,252,793
Total (i+ii+iii)	2,826,768,115	-	-	2,826,768,115

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the Year Ended 31st March, 2018.

ANNEXURE C
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL Year Ended ON 31STMARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members
 Bhartiya International Ltd.
 56/7, Nallambakkam Village (Via Vandalur)
 Chennai, Tamil Nadu - 600 048

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year Ended on 31st March, 2018 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 31st March, 2018 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, notified on 28th October 2014
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (**Not applicable to the Company during the audit period**)
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company during the audit period**) ; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.(**Not applicable to the Company during the audit period**) ; and

6. We further report that, we have relied on the representation made by the management for systems and mechanism formed by the company for compliances under other applicable Acts, laws and Regulations to the Company.
7. We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
8. We have also examined the compliances with the applicable clauses of the following:-
 - (i) Secretarial Standards issued by the Institute of Company Secretaries of India and made effective from July 1, 2015.
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

9. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case May, be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

10. We further report that during the audit period, there was 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.

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

For RSM & CO.
Company Secretaries

Ravi Sharma
Partner
FCS No.4468, C. P. NO. 3666

New Delhi, 25th June, 2018

R S M & Co.
COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email.contact@csrsm.com

The Members
Bhartiya International Ltd.
56/7, Nallambakkam Village (Via Vandalur)
Chennai TN 600048

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was Ltd. to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For RSM & CO.
Company secretaries

RAVI SHARMA
PARTNER
FCS NO.4468, C. P. NO. 3666

Dated: 25th June, 2018
Place: New Delhi

Annexure – D
Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy, duly approved by the Board of Directors has been uploaded on the Company website www.bhartiyafashion.com . The policy contains the exhaustive list of programmes that can be undertaken by the Company during any period of time. During the financial year 2017-18, the company had mainly catered towards providing scholarship to the students and promotion of education and training.					
2.	The Composition of the CSR Committee	Mr. Snehdeep Aggarwal – Chairman Mr. Ramesh Bhatia – Member Mr. Sandeep Seth - Member					
3.	Average net profit of the Company for last three financial years	Rs. 22.76 crores					
4.	Prescribed CSR Expenditure (2% of the above mentioned amount)	Rs. 45.51 lakhs					
5.	Details of CSR spent during the financial year (a) Total amount to be spent for the financial year; (b) Balance brought forward from previous year (c) Total amount spent (d) Amount unspent, if any;	Rs. 45.51 lakhs Rs. 32.04 lakhs Rs. 13.25 lakhs Rs. 64.30 lakhs					
(e) Manner in which the amount spent during the financial year is detailed below.							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct
1	Scholarships to Students	Promoting Education	Bengaluru, Karnataka and Delhi NCR	Rs.1,055,500/-	Direct - Rs.1,055,500/-	Rs.1,055,500/-	Rs.1,055,500/-
2	Donation towards construction of rooms in School (Sri Krishna Vidya Mandir), in Bengaluru, a unit of Sri Lakshmi Venkatesha Prathistana, an NGO working in the Educational sector for last 30 years.	Promoting Education	Bengaluru, Karnataka	Rs. 270,000/-	Direct – Rs. 270,000/-	Rs. 270,000/-	Rs. 270,000/-
TOTAL (Rs.)				1,325,500/-	1,325,500/-	1,325,500/-	1,325,500/-

- 6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

The Company is identifying the suitable CSR projects to be undertaken. The Company will spend the balance amount in the coming years in a phased manner.

- 7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

Chairman and Managing Director
Gurugram, 13th August, 2018

Chairman of CSR Committee

Annexure - E

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given below:

a. Conservation of Energy

The operations of your Company are not energy intensive however the Company has undertaken several steps for energy conservation like monitoring of DG sets, using energy efficient computers and laptops, Air-conditioners are used only when required and thereby enhancing energy efficiency.

b. Technology Absorption

The Company is in fashion oriented industry. The Company relies heavily on its Italian office for design and product development. Access to Italian facilities is available for Indian operations thereby facilitating transfer of know-how.

c. Foreign Exchange Earnings & Outgo

The information on foreign exchange earnings and outgo are contained in notes to the accounts.

For and on behalf of the Board

Gurugram , 13th August, 2018

Snehdeep Aggarwal
Managing Director
DIN: 00928080

Sandeep Seth
Director
DIN: 01408624

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's philosophy on Corporate Governance revolves around the principles of ethical governance which guides and directs the management to conduct the business in an efficient manner to meet its obligations towards shareholders' and other stakeholders' expectations. Corporate Governance, which aims to promote fairness, transparency and integrity of the management, is not a mere legal compulsion but rather a way of life, which helps in inspiring and strengthening investor's confidence in the Company.

In rapidly changing business and technological environment, Bhartiya International Ltd. maintains its industry leadership through continuous endeavor to improve upon governance aspects on an on-going basis and adopts innovative approaches for leveraging resources, converting opportunities and motivation fostering a healthy growth and development of human resources thus generated confidence among business partners, customers and investors and at the same time fulfills its social responsibilities.

During the financial year 2017-18, the Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 and other applicable clauses of SEBI Listing Regulations, as applicable, with regard to Corporate Governance.

The detailed Corporate Governance Report of BIL is as follows:

BOARD OF DIRECTORS

a. Composition of the Board:

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

The Board is broad-based and consists of eminent individuals from industry, management, technical, financial and marketing. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board periodically evaluates the need for change in its composition and size.

The Board of the Company consists of Ten Directors and Seven out of them are Non-Executive Directors. There are Five Independent Directors on the Board who are professionals with high credentials and actively contribute in the deliberations of the Board, covering all strategic policy matters and strategic decisions. The Board comprises of two woman Directors, One Independent and One Whole-Time Director.

The details of each member of the Board along with the number of Directorships/Committee Memberships are as given below:

Name	Director Identification Number	Date of Appointment	Category of Directors	No. of other Directorships	Memberships/ Chairmanships of other Committees
Mr. Snehdeep Aggarwal	00928080	07-01-1987	Managing Director	-	-
Mr. A. K. Gadhok #	01254410	01-04-1999	Executive Director (Whole-Time Director)	2	-
Ms. Jaspal Sethi*	01689695	29-06-1997	Executive Director (Whole-Time Director)	1	-
Mr. Ramesh Bhatia	00052320	06-09-1987	Non-Executive Non-Independent Director	2	-
Mr. Nikhil Aggarwal	01891082	04-10-2007	Non-Executive Non-Independent Director	-	-

Name	Director Identification Number	Date of Appointment	Category of Directors	No. of other Directorships	Memberships/ Chairmanships of other Committees
Mr. C. L. Handa	00928283	26-05-2004	Non-Executive Independent Director	3	-
Mr. Sandeep Seth	01408624	28-02-2002	Non-Executive Independent Director	2	-
Mr. Shashank	01569514	30-07-2007	Non-Executive Independent Director	1	-
Mr. A. Sahasranaman	01983690	30-06-2008	Non-Executive Independent Director	-	-
Ms. Annapurna Dixit	06844250	18-09-2014	Non-Executive Independent Director	1	-
Mr. Sanjay Baweja **	00232126	05-12-2016	Non-Executive Independent Director	-	-

* Ms. Jaspal Sethi has ceased to be Director on 31st July, 2018 consequent to her completion of tenure as Whole-Time Director.

Mr. A. K. Gadhok has resigned from the post of Whole-Time Director with effect from 16th April, 2018.

** Mr. Sanjay Baweja has resigned from the post of Director with effect from 3rd October 2017.

Notes:-

1. The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Section 8 Companies and Pvt. Ltd. Companies.
2. Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees in all Public Ltd. Companies (excluding Bhartiya International Ltd.) have been considered. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. The Independent Directors also meet the criteria as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.

Details of Director(s) retiring and being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given on the website of the Company www.bhartiyafashion.com.

b. Independent Directors:

The Non-Executive Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 is disclosed on the website of Bhartiya Group www.bhartiyafashion.com. The same is issued to Independent Directors on their appointment. In compliance with the Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies.

c. Number of Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled well in advance to facilitate the Directors to plan their schedules. In case of business exigencies the Board's approval is taken through circular resolutions after complying with the provisions of the Companies Act, 2013 and rules made thereunder and also as per Secretarial Standards.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board.

In the financial year 2017-18, the Board met five times. The meetings were held on 14th April 2017, 29th May, 2017, 12th August, 2017, 7th December, 2017, and 13th February, 2018. The interval between two meetings was well within the

maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI Listing Regulations.

The attendance of Directors at the Board meetings held during the financial year ended 31st March, 2018 and at the previous Annual General Meeting (AGM) was as under:

Name of Director	No. of Board Meetings Attended *	Attendance at Last AGM
Mr. Snehdeep Aggarwal	5	Absent
Mr. A. K. Gadhok	2	Absent
Ms. Jaspal Sethi	4	Absent
Mr. Ramesh Bhatia	1	Present
Mr. C. L. Handa	4	Present
Mr. Sandeep Seth	5	Present
Mr. Shashank	3	Absent
Mr. A. Sahasranaman	4	Absent
Mr. Nikhil Aggarwal	4	Absent
Ms. Annapurna Dixit	4	Absent
Mr. Sanjay Baweja	2	Absent

*Includes Meeting attended through Video/Tele Conference.

Information Supplied to the Board

The Board has complete access to all the information with the Company. Adequate information is circulated as part of the Agenda papers and also placed before the Board for taking decision. The information required to be placed before the Board includes:

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the company and its operating divisions or business segments
4. Minutes of meetings of audit committee and other committees of the board.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices which are materially important
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, May, have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non- payment of dividend, delay in share transfer etc.

Post Meeting Mechanism

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Familiarization Programme for Independent Directors

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, SEBI Listing Regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations").

The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct

As per requirement of Regulation 17(5) of the SEBI Listing Regulations, with the Stock Exchanges, the Board has laid down a Code of Conduct ("the Code") for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of Bhartiya Group www.bhartiyafashion.com. All Board members and Senior Management Personnel affirm compliance with the code on an annual basis and the declaration to that effect by Mr. Snehdeep Aggarwal, Managing Director, is attached to this report.

A Code of conduct applicable to all the employees of the Group has been communicated, which are to be followed in day to day work life. To help, guide and align our behaviors as we make business decisions that impact our daily operations, we rely on our Employee Code of Conduct, which outlines our values and describes our standards for conduct, compliance, and avoiding conflicts of interest. It supports our continuing commitment to honest and ethical conduct and compliance with both the letter and the spirit of all laws, rules, and regulations, and our company's policies, standards, and procedures.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate and to take necessary penal action for any act of sexual harassment, which includes unwelcome sexually determined behaviour. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment.

WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanization provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

The Board has currently the following Committees:

(A) AUDIT COMMITTEE

(i) Composition

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. Mr. Sandeep Seth is the Chairman of the Audit Committee. Mr. Shashank and Mr. C. L. Handa are the members of the Audit Committee

Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Audit Committee.

(ii) Meetings and Attendance during the Financial Year 2017-2018

The Members of the Audit Committee met four times during the Financial Year 2017-2018. The Company is in full compliance with the provisions of Regulation 18 of the SEBI Listing Regulations on gaps between any two Audit Committee meetings. The Committee met on 27th May, 2017, 11th August, 2017, 6th December, 2017 and 12th February, 2018. The necessary quorum was present for all Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Table below provides the attendance of the Audit Committee members:

Director	27.05.2017	11.08.2017	06.12.2017	12.02.2018
Mr. Sandeep Seth	P	P	P	P
Mr. Shashank	P	P	P	P
Mr. C.L. Handa	P	P	P	P

Terms of Reference

The Audit Committee inter-alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussion and Analysis, Review of Internal Audit Reports, significant related party transactions.

(iii) Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

(iv) The role of Audit Committee includes

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, if any, and fixation of audit fees and other terms of appointment
- c. Approving payment to statutory auditors, including cost auditors, if any, for any other services rendered by them
- d. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report of the Company from time to time
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management

- Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Qualifications in draft audit report
- e. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
 - f. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - g. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process
 - h. Approval or any subsequent modification of transactions of the Company with related parties
 - i. Scrutiny of inter-corporate loans and investments
 - j. Valuation of undertakings or assets of the Company, wherever it is necessary
 - k. Evaluation of internal financial controls and risk management systems
 - l. Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems
 - m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit
 - n. Discussion with internal auditors, any significant findings and follow-up thereon
 - o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board
 - p. Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
 - q. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
 - r. To review the functioning of the Whistle Blower mechanism
 - s. Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate
 - t. Carrying out such other functions as May, be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
 - u. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
 - v. Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor
 - w. statement of deviations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
- annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

(B) NOMINATION AND REMUNERATION COMMITTEE

(i) Composition

The Committee comprises of three Non-Executive Independent Directors in pursuant to Regulation 19 of the SEBI Listing Regulations. Mr. Sandeep Seth is the Chairman of the Committee. Other members of the Nomination and Remuneration Committee are Mr. Shashank and Mr. C. L. Handa. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Nomination and Remuneration Committee. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(ii) Meetings and Attendance during the financial year 2017-2018

The Nomination and Remuneration Committee met Seven times during the year. The necessary quorum was present for the Meeting. The table below provides the Attendance of the Nomination and Remuneration Committee members:

Director	03.05.2017	22.05.2017	04.09.2017	08.01.2018	03.02.2018	12.03.2018	31.03.2018
Mr. Sandeep Seth	P	P	P	P	P	P	P
Mr. C.L.Handa	P	P	P	P	P	P	P
Mr. Shashank	P	P	P	P	P	P	P

(iii) Terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:-

- Identifying, evaluating, and recommending appropriate Independent Directors, Executive and Non-Executive Directors on the Board of the Company based on the qualifications, positive attributes, independence of a director and availability of time with him or her to devote to the job;
- Evaluating the skill, knowledge, experience and effectiveness of individual directors as well as the Board as a whole;
- Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors which includes a policy on Board diversity;
- Identifying the qualifications, positive attributes and evaluating and recommending the appointment and remuneration of Key Managerial Personnel and Senior Management of the Company, one level below the Board;
- Payment of remuneration to the directors shall be approved by a resolution passed by the Nomination and Remuneration Committee;
- All information about the Directors / Managing Directors / Whole time Directors i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders;
- The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
- While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- The relevant disclosures will be made in the Annual Report of the Company and wherever required;
- The Committee shall look into the administration and superintendence of the Employee Stock Option Scheme implemented by the Company from time to time including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees May, lapse in case of termination of employment

for misconduct;

- the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as May, be applicable or as May, be necessary or appropriate for performance of its duties.

(iv) Remuneration Policy

Remuneration of the Managing Director or Executive Director is determined periodically by the Nomination and Remuneration Committee within the permissible limits under the applicable provisions of law and as approved by Shareholders. Non- Executive Directors are paid sitting fees within the limits prescribed under law.

Remuneration to Executive Directors for the financial year 2017-2018 is as under:

Name of the Director	Salary (Rs.)*
Mr. Snehdeep Aggarwal	18,39,600
Ms. Jaspal Sethi	12,68,250
Mr. A. K. Gadhok	7,03,756

*Salary includes Basic Salary, Perquisites & Allowances as per Income Tax Rules and contribution to Provident Fund.

The details of sitting fees paid for attending the Board/Committee Meetings to the Non-Executive Directors for the financial year 2017-2018 is as under: -

Name of the Director	Board Meeting Fees (Rs.) *	Committee Meeting Fees (Rs.)*	Total (Rs.)
Mr. C. L. Handa	10000	15000	25000
Mr. Ramesh Bhatia	2500	-	2500
Mr. A. Sahasranaman	10000	-	10000
Mr. Shashank	7500	15000	22500
Mr. Sandeep Seth	12500	15000	27500
Mr. Nikhil Aggarwal	-	-	-
Ms. Annapurna Dixit	10000	-	10000
Mr. Sanjay Baweja	5000	-	5000

* The above amounts are exclusive of taxes.

SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2018

Name of the Director	Category	Number of shares held	No. of Convertible instruments held
Mr. Ramesh Bhatia	Non- Executive	340250	Nil
Mr. Nikhil Aggarwal	Non-Executive	20000	Nil
Mr. C.L. Handa	Independent Non-Executive	Nil	Nil
Mr. Shashank	Independent Non-Executive	Nil	Nil
Mr. A. Sahasranaman	Independent Non-Executive	Nil	Nil
Mr. Sandeep Seth	Independent Non-Executive	Nil	Nil
Ms. Annapurna Dixit	Independent Non-Executive	4000	Nil

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Managing Director and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

(i) Composition

The Stakeholders Relationship Committee comprises of three Non-Executive Directors and all are Independent Directors in pursuant to Regulation 20 of the SEBI Listing Regulations. Mr. Sandeep Seth is the Chairman of the Stakeholders Relationship Committee. Other members of the Stakeholders Relationship Committee are Mr. Shashank and Mr. C. L. Handa.

Ms. Shilpa Budhia, Company Secretary and Compliance Officer, acts as Secretary to the Committee.

(ii) Meetings and attendance during the Financial Year 2017-2018

The Committee met to attend shareholders queries together with the status report on the nature of queries received & the disposal thereof. Four Committee Meetings were held during the financial year.

Director	26.05.2017	31.07.2017	21.11.2017	05.02.2018
Mr. Sandeep Seth	P	P	P	P
Mr. C. L. Handa	P	P	P	P
Mr. Shashank	P	P	P	P

(iii) Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- Oversee and review all matters connected with the transfer, transposition and transmission of the Company's securities;
- Approve issue of the Company's duplicate share / debenture certificates, if any;
- Monitor redressal of investors' / shareholders' / security holders' grievances about non-receipt of declared dividend, non-receipt of Annual Reports;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- To perform all functions relating to the interests of shareholders / investors of the Company as May, be required by the provisions of the Companies Act, 2013, SEBI Listing Regulations with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

Total number of complaints/communications received during the financial year were 34 (Thirty Four) only and all of them have been redressed/answered to the satisfaction of shareholders. There was one grievance which was pending during the previous financial year which was resolved in FY 2017-18. There was no investor grievance remained unattended or pending as on 31st March, 2018.

(D) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

(i) Composition

The Committee comprises of three Directors. Mr. Snehdeep Aggarwal is the Chairman of the Committee. Other members of the Committee are Mr. Ramesh Bhatia and Mr. Sandeep Seth. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the CSR Committee. The Composition of CSR Committee is pursuant to the provisions of Section 135 of the Companies Act, 2013.

(ii) Meetings and Attendance during the financial year 2017-2018

Two Meetings of the Committee were held during the year.

Director	27.09.2017	31.03.2018
Mr. Snehdeep Aggarwal	A	P
Mr. Ramesh Bhatia	P	A
Mr. Sandeep Seth	P	P

(iii) Terms of reference

The broad terms of reference of the CSR Committee are as under:-

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To disseminate factually correct information to investors, institutions and the public at large.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as May, be applicable or as May, be necessary or appropriate for performance of its duties.

Considering the cause behind the CSR Committee, the Directors have refused to take sitting fees payment.

(E) SHARE TRANSFER COMMITTEE

(i) Composition

Ms. Jaspal Sethi was inducted as a member of the Share Transfer Committee on 13th February, 2018. The Share Transfer Committee comprised Mr. Snehdeep Aggarwal, Mr. A. K. Gadhok and Ms. Jaspal Sethi as members as on 31st March, 2018. However, pursuant to resignation of Mr. A. K. Gadhok from the post of Whole Time Director, Mr. Snehdeep Aggarwal and Ms. Jaspal Sethi continued as members thereafter.

(ii) Meetings and Attendance during the financial year 2017-2018

Eight Meetings of the Committee were held during the year on 28th April 2017, 31st July 2017, 12th October 2017, 31st October 2017, 20th November 2017, 4th December 2017, 8th January 2018, 3rd February, 2018. The members of the committee were present in all the Meetings.

(iii) Terms of Reference

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Share Transfer Committee.

(F) MANAGEMENT COMMITTEE

(i) Composition

Management Committee comprised of Mr. Snehdeep Aggarwal, Mr. A.K. Gadhok and Mr. C. L. Handa as members. Post resignation of Mr. A. K. Gadhok, Mr. Snehdeep Aggarwal and Mr. C. L. Handa continue as the members of the Committee.

(ii) Meetings and Attendance during the financial year 2017-2018

Fifteen Meetings of the Committee were held during the year on 17th April 2017, 6th May, 2017, 24th May, 2017, 22nd June 2017, 29th June 2017, 29th August 2017, 3rd October 2017, 7th November 2017, 13th

November 2017, 30th November, 2017, 3rd January, 2018, 10th January, 2018, 22nd February, 2018 23rd March 2018 and 27th, March 2018. The members were present in all the meetings of the Committee.

(iii) Terms of Reference

The broad terms of reference of the Management Committee are as under:-

- Availing term loans/working capital facilities/vehicle loans for business purposes from banks/financial institutions for an amount not exceeding Rs.500 crore including accepting sanction letters and renewal of existing bank limits, forex transactions and all such matters which are required for dealing with the banks/financial institutions on routine basis.
- Authorisation for dealing/liasing with various Statutory/Regulatory authorities including state, central authorities viz., Income Tax, FEMA, MCA, SEBI, Pollution Control Board, Municipal Corporation, Telecom authorities, Service Tax authorities, VAT authorities, GST authorities etc. and vendors.
- Authorisation for opening and closing of bank accounts, changes in signatories for operating the bank accounts etc.
- Authorisation for making investments in securities quoted on the stock exchanges.
- Authorisation for making investments in group companies.
- To take up any other assignments as May, be granted by the Board from time to time.

(G) MEETING OF INDEPENDENT DIRECTORS

As per Regulation 25(3) and 25(4) of the SEBI Listing Regulations, during the year under review, the Independent Directors met on 19th March, 2018, and discussed inter-alia on:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Managing Director of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Directors also discussed on the compliance status and the performance of the Company over a period of three years and expressed their satisfaction on the same.

SUBSIDIARY COMPANY

None of the subsidiary of the Company falls within the meaning of "Material Non-listed Indian subsidiary" as designed by the SEBI Listing Regulations. However, the Company has formulated the Material Subsidiary policy and uploaded the same on the website of the Company (www.bhartiyafashion.com)

The Company monitors the performance of its subsidiary companies, inter alia, by the following means:

The financial statements and the minutes of the Board Meetings of the subsidiary companies are noted at the Board Meetings respectively of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

MDA is attached separately in this Annual Report.

GENERAL BODY MEETINGS

The location and time of the Annual General Meeting held during the last 3 years were as follows:-

Annual General Meeting (AGM)	Date	Time of AGM	Location	No. of Special Resolutions passed
30th AGM	27th September, 2017	02.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	6
29th AGM	29th September, 2016	02.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	-
28th AGM	21st September, 2015	11.00 A.M.	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110003	-

All resolutions moved at the Annual General Meeting held on 21st September, 2015, 29th September, 2016 and 27th September, 2017 were passed through Poll (electronically and physical ballot).

No Extraordinary General Meetings were held during the last 3 years

POSTAL BALLOT

No resolution has been moved by the shareholders of the Company during the year under review by way of Postal Ballot.

PROCEDURE FOR POSTAL BALLOT

In compliance with Regulation 44 of the SEBI Listing Regulations and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The company engages the services of NSDL for the purpose of providing voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

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

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

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorized officer. The results are also displayed on the Company's website www.bhartiyafashion.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agents. The last date of E-Voting is deemed to be the date of passing of the resolutions as per Secretarial Standards.

Special resolution proposed to be passed by way of Postal Ballot

None of the businesses proposed to be transacted in the ensuing AGM require the passing of a special resolution by way of Postal Ballot.

DISCLOSURES

1. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company (www.bhartiyafashion.com)

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

2. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements
3. Company has laid down adequate procedure to inform the Board about the risk assessment and risk minimization procedures.

4. There have been no instances of non-compliance by the Company on any matter related to capital markets and no penalties or strictures have been imposed by SEBI or the Stock Exchange during the last three years.
5. In compliance with the SEBI regulations on prevention of Insider Trading, the Company has constituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation. Further, as per the guidelines on (Prohibition of Insider Trading) Regulations, 2015, the company has implemented a Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
6. A Whistle Blower Policy is in place and the employees have direct access to the Audit Committee to raise their concerns.
7. Commodity price risks and commodity hedging activities – The Company is exposed to the risk of price fluctuation of raw materials and manages these risks proactively through inventory management and proactive vendor development practices.
8. The Company has complied with all mandatory requirements of Corporate Governance as specified under Regulation 27 of the SEBI Listing Regulations.

MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the SEBI Listing Regulations, with the Stock Exchanges.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language newspaper (Business Standard in English, Hindi and Dinamani/Dhina Suryan in Tamil), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial results and officials press releases are displayed on the Bhartiya Group's website: www.bhartiyafashion.com.

- (iii) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (iv) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Ltd. and National Stock Exchange of India Ltd. are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- (v) Investors' presentation etc. are sent to stock exchanges and uploaded on the Company's website. Half yearly communication on the operational and financial performance of the Company is sent to the shareholders.
- (vi) A separate dedicated section under "Investors Relation", on the Company's website gives information on, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

NSE ELECTRONIC APPLICATIONS PROCESSING SYSTEMS (NEAPS) and BSE LISTING CENTER

All compliances related filings like financials results, shareholding pattern, corporate governance report, investors' complaints status, media releases etc. are also filed electronically in NEAPS and BSE Listing Center.

SEBI COMPLAINT REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaints and its current status.

GENERAL SHAREHOLDER INFORMATION

1.	AGM: Date, Time and Venue	Day and Date: Friday, 28th September, 2018 Time: 02:00 p.m. Venue: Auditorium, National Institute of Siddha, Trichy Chennai Highway, Tambaram Sanatorium, Chennai - 600 047, Tamil Nadu
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2.	Financial Calendar for 2018-2019	
	Financial year - April to March	
	Results for Quarter Ending 30th June, 2018	by 14th of August, 2018
	Results for Quarter Ending 30th September, 2018	by 14th of November, 2018
	Results for Quarter Ending 31st December, 2018	by 14th of February, 2019
	Year Ending 31st March, 2019	by the 30th of May, 2019
3.	Book Closure	Saturday the 22nd September 2018 to Friday the 28th September, 2018 (both days inclusive)
4.	Dividend Payment Date	On or before 27th October, 2018 if declared at Annual General Meeting on 28th September, 2018

5. Listing on Stock Exchanges & Stock Code & ISIN Details

The Company is listed at following Stock Exchanges:-

- BSE Ltd. (Stock Code: 526666) and
- National Stock Exchange of India Ltd. (Stock Code: Symbol-BIL, Series - BE)

The Annual listing fee for the year 2018-2019 has been duly paid to both the Stock Exchanges.

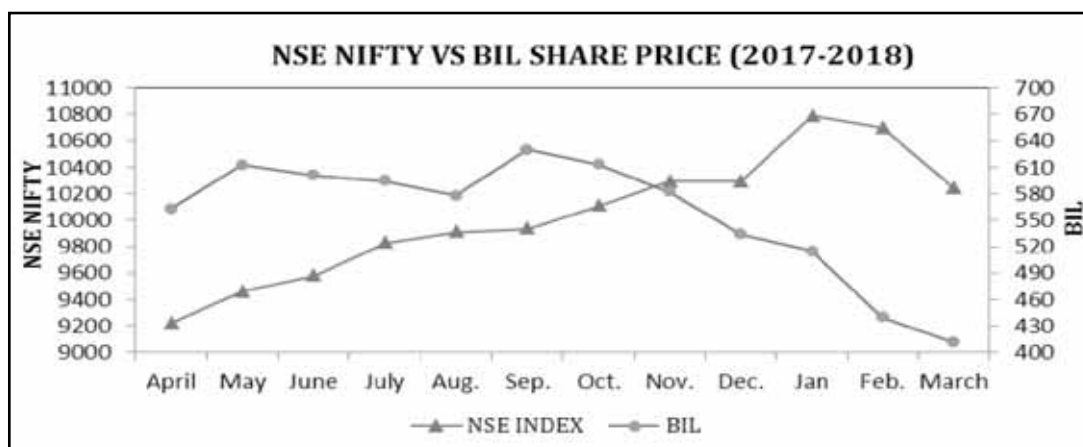
- Demat ISIN Number with NSDL & CDSL for Equity shares - INE 828A01016
- Demat ISIN Number with NSDL for Warrants - INE828A13037

Annual Custody Issuer fee for the financial year 2018-2019 has been paid by the Company to NSDL and CDSL.

6. Market Price Data: High, Low during each month in last financial year

Months	BIL			Months	NSE Nifty		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-17	602.35	523.50	562.93	Apr-17	9367.15	9075.15	9221.15
May,-17	670.00	554.80	612.40	May,-17	9649.60	9269.90	9459.75
Jun-17	625.95	576.10	601.03	Jun-17	9709.30	9448.75	9579.03
Jul-17	613.80	575.60	594.70	Jul-17	10114.85	9543.55	9829.20
Aug-17	609.90	546.30	578.10	Aug-17	10137.85	9685.55	9911.70
Sep-17	699.95	560.00	629.98	Sep-17	10178.95	9687.55	9933.25
Oct-17	644.90	581.05	612.98	Oct-17	10384.50	9831.05	10107.78
Nov-17	628.00	536.00	582.00	Nov-17	10490.45	10094.00	10292.23
Dec-17	568.70	499.00	533.85	Dec-17	10552.40	10033.35	10292.88
Jan-18	550.00	480.00	515.00	Jan-18	11171.55	10404.65	10788.10
Feb-18	487.00	393.00	440.00	Feb-18	11117.35	10276.30	10696.83
Mar-18	433.00	389.95	411.48	Mar-18	10525.50	9951.90	10238.70

Stock Performance in comparison to broad-based indices such as Nifty, S&P Sensex, etc.



- 7. Registrar & Share Transfer Agent** : **MAS Services Ltd.**
 (For both Physical & Electronic Transfer etc.) T-34, 2nd Floor, Okhla Industrial Area,
 Phase-II, New Delhi - 110 020
 Tel. No. 26387281-83, Fax No. 26387384
 E-mail: info@masserv.com

8. Share Transfer System

Share transfers are processed and share certificates duly endorsed are returned within a period of seven days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Share Transfer Committee which consists of Mr. Snehdeep Aggarwal, Mr. A. K. Gadhok and Ms. Jaspal Sethi as members as on 31st March, 2018. Share transfer/ transmissions approved by the Committee are placed at the Board Meeting from time to time. Company Secretary of the Company acts as Secretary of the Committee. A summary of transfer/transmission of securities of the Company so approved by the Share Transfer Committee is placed at every Board Meeting / Stakeholders Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the said certificate with Stock Exchanges. As at 31st March, 2018 there was no Equity Share pending for Transfer, also there was no Demat Request pending as on 31st March, 2018.

9. Distribution of Shareholding as on 31st March, 2018 *

No. of Shares	Shareholders		Shareholding	
	Number	% to total	Number	% to total
Upto 500	4477	89.98	395292	3.25
501-1000	225	4.52	168281	1.38
1001-2000	84	1.69	119202	0.98
2001-3000	30	0.60	75547	0.62
3001-4000	29	0.58	103789	0.85
4001-5000	23	0.46	107145	0.88
5001-10000	44	0.88	345862	2.84
10001 & above	64	1.29	10858520	89.20
Total	4976	100.00	12173638	100.00

10. Shareholding Pattern as on 31st March, 2018

Category	No. of Share held	% of Paid up Capital
Promoters Holding	1483612	12.19
Persons acting in concert	4310950	35.41
Banks/Trusts/Financial Institutions	16453	0.14
Central Government/State Government (IEPF)	39989	0.33
NRIs/OCBs/Foreign National/FII	1067335	8.77
Indian Corporate Bodies/LLPs	2966938	24.37
Indian Public	2143511	17.61
Directors	122800	1.01
Clearing Members	22050	0.18
Total	12173638	100.00

* The above distribution schedule and Shareholding pattern does not include the details of shares allotted on 31st March, 2018 as the same was not listed on the stock exchanges.

- 11. Dematerialization of shares and liquidity** : As on 31st March, 2018, 98.94% of the Paid-up capital share has been dematerialized.

12. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity : As on 31.03.2018, 3,00,000 warrants were outstanding. During the year, the Company had allotted 4,00,000 Equity shares to the Warrant holders who had exercised their right for conversion of warrants into Equity shares. 3,00,000 share warrants were however forfeited due to non-exercise of the right attached to the Warrants. The Company had also allotted 3,00,000 warrants to the Non-Promoter Group on preferential basis. During the year under review, the Company had also allotted 40309 equity shares under Employee Stock Option 2013 to the employees of the Company who had exercised their right to convert stock options to Equity shares. The Company had also granted 30,000 fresh stock options during the year. This results in increase in paid up Equity Capital to Rs.121,812,540/-.

14 Plant Locations

: Bangalore, Chennai, Tada.

15 Address for Correspondence

: **Registered Office**

Bhartiya International Ltd.
56/7, Nallambakkam Village, (Via Vandalur),
Chennai – 600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com

Company Secretary and Compliance Officer

Ms. Shilpa Budhia
Bhartiya International Ltd.
Plot No. 38, Sector-44 Gurugram, Haryana
E-mail: shares@bhartiya.com

CODE OF CONDUCT DECLARATION

Declaration

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As provided under Regulation 26 (3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel have affirmed compliance with Bhartiya International Ltd. Code of Business Conduct and Ethics for the year ended 31st March, 2018.

Gurugram, 13th May, 2018

Sd/-
Snehdeep Aggarwal
Managing Director

CEO/CFO CERTIFICATION

To

The Board of Directors

Bhartiya International Ltd.

We, Snehdeep Aggarwal, Managing Director and Manoj Khattar, Chief Financial Officer, responsible for the finance function to the best of our knowledge and belief, certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief :
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. i. There has not been any significant change in internal control over financial reporting during the year under reference;
- ii. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- iii. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board

Sd/-

Sd/-

Snehdeep Aggarwal

Managing Director

Manoj Khattar

Chief Financial Officer

Gurugram, 25th May, 2018

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members

Bhartiya International Ltd.

We have examined the compliance of Conditions of Corporate Governance by Bhartiya International Ltd. ("the Company") for the financial year ended on 31st March, 2018 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was Ltd. to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For K A S G & CO.

Chartered Accountants

Firm Registration No. 002228C

R B Sharma

Partner

Mem. No. 075701

Gurugram, 13th August, 2018

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The Members of
Bhartiya International Ltd.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Bhartiya International Ltd. ('the Holding Company') and its subsidiaries and associate (collectively referred to as 'the Company' or 'the Group'), comprising the consolidated balance sheet as at 31st March, 2018, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the Consolidated statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated state of affairs (financial position), consolidated profit or loss (Consolidated financial performance including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Companies Act, 2013. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31st March, 2018, and their consolidated profit, their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Other Matters

We did not audit the financial statements of five overseas subsidiaries and one local subsidiary, whose financial statements reflect total assets of Rs. 209.99 crore as at 31st March, 2018, total revenues of Rs. 304.99 crore and net cash outflows

amounting to Rs. 5.67 crore for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

We have relied on the unaudited financial statements of both the associates wherein the group's share of Loss aggregate Rs.1.18 crore. These unaudited financial statements, as approved by the respective Board of Directors of these companies, have been furnished to us by the management and our report insofar as it relates to the amounts included in respect of the associates is based solely on such approved unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on other legal and regulatory requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS as specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March,2018 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - g. With respect to the other matters to be included in the Auditors' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) The provision has been made in the Consolidated Financial Statement as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
 - iv) The disclosure requirement relating to holding as well as dealing in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these consolidated financial statement. Hence, reporting under this clause is not applicable.

for **K A S G & CO.**

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem. No. 075701

Gurugram, 30th May, 2018

ANNEXURE TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of Bhartiya International Ltd. ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

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') issued by ICAI 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 issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained 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 authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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 ICAI.

for **K A S G & CO.**

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem. No. 075701

Gurugram, 30th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH,2018

Particulars	Note No.	Amount in Rs.		
		As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I Assets				
1 Non - Current Assets				
(a) Property, Plant And Equipment	5	891,708,318	792,459,264	627,001,980
(b) Capital Work-in-Progress	5.1	243,273,224	78,467,278	78,492,129
(c) Investment Property	6	56,810,885	57,901,551	58,992,217
(d) Goodwill		2,525,000	2,525,000	2,525,000
(e) Intangible Assets	7	17,603,118	18,757,064	6,601,104
(f) Intangible Assets under Development	7.1	2,335,050	-	13,180,000
(g) Investments Accounted for using Equity Method	8	1,208,823,700	378,212,841	384,116,828
(h) Financial Assets				
(i) Investments	9	1,021	21,126,319	817
(ii) Loans	10	13,457,860	17,148,418	11,406,571
(iii) Other Financial Assets	11	49,919,030	7,568,736	7,028,112
(i) Deferred Tax Assets		3,566,459	1,458,699	7,113,525
(j) Other Non-Current Assets	12	71,020,572	69,516,183	76,166,606
2 Current Assets				
(a) Inventories	13	3,432,543,267	2,803,073,117	2,531,707,819
(b) Financial Assets				
(i) Investments	14	59,888,906	35,173,570	1
(ii) Trade Receivables	15	1,908,612,763	913,116,574	899,360,568
(iii) Cash and Cash Equivalents	16	270,661,714	465,770,224	241,880,281
(iv) Bank Balances other than Cash & Cash Equivalents	17	69,323,995	77,679,419	92,350,790
(v) Loans	18	57,725,222	15,690,235	10,848,998
(vi) Others Financial Assets	19	474,134,950	214,266,158	251,881,944
(c) Current Tax Assets (net)		15,337,446	38,531,430	36,845,010
(d) Other Current Assets	20	250,133,535	184,003,551	165,253,056
TOTAL ASSETS		9,099,406,035	6,192,445,631	5,502,753,356
II Equity and Liabilities				
1 Equity				
(a) Equity Share Capital	21	121,812,540	117,409,450	117,138,480
(b) Other Equity	22	3,627,200,310	2,557,931,138	2,207,929,616
2 Liabilities				
Non - Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	23	472,839,603	305,402,877	341,730,935
(ii) Other Financial Liabilities	24	13,568,710	12,515,794	11,352,606
(b) Provisions	25	12,897,701	8,717,877	7,971,159
(c) Other Non-Current Liabilities	26	4,271,820	2,559,890	3,677,766
(d) Deferred Tax Liabilities	27	69,997,220	65,419,427	75,282,042
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	28	2,922,427,702	2,296,566,214	1,834,281,566
(ii) Trade Payables	29	1,498,643,150	574,930,999	560,182,240
(iii) Other Financial Liabilities	30	232,708,709	184,100,117	264,212,990
(b) Provisions	31	18,609,953	10,335,511	8,886,030
(c) Other Current Liabilities	32	79,713,679	22,643,057	15,678,209
(d) Current Tax Liabilities (Net)		24,714,938	33,913,280	54,429,717
TOTAL OF EQUITY AND LIABILITIES		9,099,406,035	6,192,445,631	5,502,753,356
Significant Accounting Policies	4			
The accompanying notes are an integral part of the financial statements				

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

**CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Note No.	Amount in Rs.	
		Year Ended 31st March, 2018	Year Ended 31st March, 2017
INCOME			
Revenue from Operations	33	7,105,165,561	6,419,424,431
Other Income	34	72,554,106	61,855,661
Total Income		<u>7,177,719,667</u>	<u>6,481,280,092</u>
Expenses			
Cost of Material Consumed	35	2,458,216,889	2,018,457,693
Purchases of Stock-in-Trade		2,231,693,666	2,186,995,443
Change In Inventories of Finished Goods	36	(207,879,401)	(86,803,780)
Employee Benefits Expense	37	479,594,423	453,267,316
Finance Costs	38	195,606,318	139,044,949
Depreciation and Amortization Expense	39	74,827,459	60,153,220
Other Expenses	40	1,675,270,012	1,443,439,994
Total Expenses		<u>6,907,329,366</u>	<u>6,214,554,835</u>
Profit Before Share of Net Profit/ (Loss) of Associate		270,390,301	266,725,257
Share of Net Profit/(Loss) of Associates		(11,806,649)	(5,853,988)
Profit / (Loss) Before Tax		<u>258,583,651</u>	<u>260,871,269</u>
Tax Expenses	41		
i Current Tax		81,790,559	84,548,080
ii Deferred Tax		2,470,033	(3,653,091)
Profit / (Loss) for the Year		<u>174,323,060</u>	<u>179,976,280</u>
Other Comprehensive Income			
Items that will not be Reclassified to Profit or Loss			
Remeasurements of the Defined Benefit Plans		598,094	(934,773)
Income Tax Relating to Above Items		(259,170)	323,506
Total Comprehensive Income for the Year		<u>174,661,984</u>	<u>179,365,014</u>
Profit Attributable To :			
Owners		174,666,868	180,544,270
Non-Controlling Interests		(343,808)	(567,990)
Other Comprehensive Income Attributable to :			
Owners		338,241	(611,267)
Non-Controlling Interests		683	-
Total Comprehensive Income Attributable to :			
Owners		175,005,109	179,933,004
Non-Controlling Interests		(343,125)	(567,990)
Earnings Per Equity Share of Face Value			
Basic (in Rs.)		14.42	15.33
Diluted (in Rs.)		14.28	14.98
Significant Accounting Policies	4		
The Accompanying Notes are an Integral Part of the Financial Statements			

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2018**

A Equity Share Capital

	Notes	AMOUNT IN RS.
Balance as at 1st April, 2016		117,138,480
Change in Equity Share Capital during the year 2016-17	20	270,970
Balance as at 31st March, 2017		117,409,450
Change in Equity Share Capital during the year 2017-18	20	4,403,090
Balance as at 31st March, 2018		121,812,540

B Other Equity (Refer note no. 21)

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Securities Premium Reserve	General Reserve	Capital Reserve	Retained Earning	Employee Stock Options outstanding	Other Comprehensive Income(defined benefit plan)	Preferential share Warrant Forfeited Reserve (FCTR)	Foreign Currency Translation Reserve (FCTR)	Non-controlling Interest	Total
Balance as at 1st April, 2016		105,000,000	506,165,000	270,129,410	4,621,283	1,264,644,716	22,775,346	(842,376)	8,500,000	11,044,250	15,891,987	2,207,929,616
Profit for the year	-	-	-	-	-	180,544,270	-	-	-	-	(567,990)	179,976,280
Other comprehensive income for the year	-	-	-	-	-	-	-	(611,267)	-	-	-	(611,267)
Securities premium on issue of share	-	-	12,657,280	-	-	-	-	-	-	-	-	12,657,280
Transfer from Retained Earning	-	-	-	20,000,000	-	-	-	-	-	-	-	20,000,000
Transfer to General reserve	-	-	-	-	-	(20,000,000)	-	-	-	-	-	(20,000,000)
Employee Stock Option Reserve for the year	-	-	-	-	-	-	23,289,192	-	-	-	-	23,289,192
Share Application Money Received during the year	180,000,000	-	-	-	-	-	-	-	-	-	-	180,000,000
Dividend & Dividends distribution tax	-	-	-	-	-	(16,918,214)	-	-	-	-	-	(16,918,214)
Currency Fluctuation Reserve during the year	-	-	-	-	-	-	-	-	-	(16,818,349)	-	(16,818,349)
Transfer to Security premium on issue of share	-	-	-	-	-	-	(11,573,400)	-	-	-	-	(11,573,400)
Balance as at 31st March, 2017	180,000,000	105,000,000	518,822,280	290,129,410	4,621,283	1,408,270,772	34,491,138	(1,453,643)	8,500,000	(5,774,099)	15,323,997	2,557,931,138
Profit for the year	-	-	-	-	-	174,666,868	-	-	-	-	(343,125)	174,323,743
Other comprehensive income for the year	-	-	-	-	-	-	-	338,241	-	-	-	338,241

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Securities Premium Reserve	General Reserve	Capital Reserve	Retained Earning	Employee Stock Options outstanding	Other Comprehensive Income(defined benefit plan)	Preferential share Warrant Forfeited Reserve (FCTR)	Foreign Currency Translation Reserve (FCTR)	Non-controlling Interest	Total
Securities premium on issue of share	-	-	254,915,285	-	-	-	-	-	-	-	-	254,915,285
Transfer from Retained Earning	-	-	-	2,00,00,000	-	(20,523,336)	-	-	-	-	-	(523,336)
Transfer to General reserve	-	-	-	523,336	-	-	-	-	-	-	-	523,336
Employee Stock Option Reserve for the year	-	-	-	-	-	-	7,492,595	-	-	-	-	7,492,595
Transfer to Security premium on issue of share	-	-	-	-	-	-	(17,302,925)	-	-	-	-	(17,302,925)
Equity Shares issued during the year	(180,000,000)	(60,000,000)	-	-	-	-	-	-	-	-	-	(240,000,000)
Dividend & Dividends distribution tax	-	-	-	-	-	(17,370,857)	-	-	-	-	-	(17,370,857)
Preferential Shares warrant forfeited	-	(45,000,000)	-	-	-	-	-	-	45,000,000	-	-	-
Preferential Shares warrant issued during the year	-	39,075,000	-	-	-	-	-	-	-	-	-	39,075,000
Currency Fluctuation Reserve	-	-	-	-	-	-	-	-	-	25,380,582	-	25,380,582
Share of Associate Pr-Acquisition Profit	-	-	-	-	842,417,508	-	-	-	-	-	-	842,417,508
Capital Reserve created during the year	-	-	-	-	38,124	(38,124)	-	-	-	-	-	-
Balance as at 31st March, 2018	-	39,075,000	773,737,565	310,652,746	847,076,915	1,545,005,324	24,680,808	(1,115,402)	53,500,000	19,606,483	14,980,872	3,627,200,310

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 30th May, 2018

**CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax as per Statement of Profit and Loss	258,583,651	260,871,270
<i>Adjustment for :</i>		
Share of (Profit)/Loss of Associates	11,806,649	5,853,988
Finance Cost	195,606,318	139,044,949
Depreciation and Amortisation Expenses	74,827,459	56,243,977
Provision for Employee Stock Option Benefits	7,492,596	23,289,192
Loss/(Profit) on Sale of Fixed Assets (Net)	-	(7,648,679)
Loss/(Profit) on Sale of Investments (Net)	(12,106,494)	(65,199)
Rental Income	(26,885,759)	(26,663,068)
Dividend Income	(697,834)	(101,073)
Interest Income	(7,936,146)	(16,105,943)
Government Grant Income	(132,967)	-
Net Loss/(Gain) on Investment Fair Value through Profit and Loss	(4,921,813)	(7,097,885)
Operating profit/(loss) before working capital changes	<u>495,635,660</u>	<u>427,621,529</u>
<i>Movements in working capital:</i>		
Increase/ (decrease) in Trade Payables	923,712,151	14,748,759
Increase/ (decrease) in other Financial Liabilities	21,734,389	(69,787,121)
Increase/ (decrease) in Other Liabilities	55,804,440	5,846,972
Increase/ (decrease) in Provisions	13,052,360	1,261,426
Decrease/ (increase) in Inventories	(629,470,150)	(271,365,298)
Decrease/ (increase) Trade Receivables	(995,496,189)	(13,756,006)
Decrease/ (increase) in Loan	(38,344,429)	(10,583,084)
Decrease/ (increase) in Other Current Financial Assets	(259,868,791)	37,615,786
Decrease/ (increase) in Other Current Assets	(66,129,984)	(18,750,495)
Decrease/ (increase) in other Non-Current Assets	1,223,787	398,441
Decrease/ (increase) in other Non-Current Financial Assets	(42,350,294)	(540,624)
Cash (used in) / Generated from Operations	<u>(520,497,050)</u>	<u>102,710,285</u>
Income tax paid (Net)	(67,794,917)	(106,982,130)
Currency Fluctuation Reserve Consolidation	25,380,581	(16,818,349)
Net Cash (used in)/ Generated from Operating Activities - (A)	<u>(562,911,386)</u>	<u>(21,090,194)</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(337,736,379)	(225,064,406)
Capital Advance/Capital Creditors (Net)	(5,691,633)	(3,104,654)
Proceeds from Sale of Fixed Assets	1,874,563	13,151,381
Proceeds from Sale of Current Investments(Net)	13,438,269	(49,085,987)
Dividend Income on Current Investments	697,834	101,073
Security Deposit	1,052,916	1,163,188
Rental Income	26,885,759	26,663,068
Interest Income	7,936,146	16,105,943
Fixed Deposit with Bank	8,355,424	14,671,371
Net Cash from/ (used in) Investing Activities - (B)	<u>(283,187,101)</u>	<u>(205,399,023)</u>

CONSOLIDATED STATEMENT OF CASH FLOW (CONTD.)

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Long-Term Borrowings (Net)	197,015,214	(37,297,176)
Proceeds from Short-Term Borrowings (Net)	625,861,488	462,284,648
Money Received against Share Warrant / Share Application	39,075,000	180,000,000
Share Capital including Securities Premium	2,015,450	1,354,850
Interest and Processing Fees Paid (net)	(195,606,318)	(139,044,949)
Dividend Paid (including Dividend tax)	(17,370,857)	(16,918,214)
Net Cash from/ (used in) Financing Activities - (C)	650,989,977	450,379,159
Net increase / (decrease) in cash and Cash Equivalents - (A+B+C)	(195,108,510)	223,889,942
Cash and Cash Equivalents as at beginning of the year	465,770,224	241,880,281
Cash and Cash Equivalents as at the end of the Year	270,661,714	465,770,224
Components of cash and cash equivalents:		
Cash on Hand	2,842,463	2,799,099
Balances with scheduled banks:		
In Current Accounts	267,819,251	462,971,125
Cash and cash equivalents in cash flow statement	270,661,714	465,770,224

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Holding Company') is a public Ltd. company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The Holding company and its subsidiaries (hereinafter referred to as "the Group") is engaged in the business of manufacturing and trading of leather products & textile products. The Holding Company has its registered office at Chennai and its corporate office at Delhi.

2 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

These consolidated financial statements for the Year Ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the Year Ended 31st March, 2017, the Company had prepared its consolidated financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The consolidated financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 PRINCIPLES OF CONSOLIDATION

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

The audited / unaudited financial statements of foreign subsidiaries /associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates .

The Group accounts for its share of post-acquisition changes in net assets of associates after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

4 SIGNIFICANT ACCOUNTING POLICIES

4.1 Property, Plant and Equipment

The Group has applied for the one time transition exemption of considering the carrying cost of the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS, hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

4.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

4.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Group amortizes computer software using the straight-line method over the period of 3 years.

4.4 Lease

Operating Lease

As a Lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

4.5 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

4.6 Cash & Cash Equivalents

The Group cash and cash equivalents consist of cash in hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

4.7 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Group accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

4.8 Financial Instruments

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

Financial Assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

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

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

4.9 Provision and Contingent Liabilities

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

4.10 Revenue Recognition

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

"Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

4.11 Foreign Currency Translation

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4.12 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4.13 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

4.14 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

4.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

4.16 Share based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

4.17 Critical Estimates and Judgements -

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

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

The Areas Involving Critical Estimates or Judgement are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of depreciable assets
- Provision and contingent liability
- Carry value of investment in associates

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

5. PROPERTY, PLANT AND EQUIPMENT

Amount in Rs.

Particulars	Land		Other than Land						Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount									
Cost as at 1st April, 2016	25,570,461	355,415,574	186,970,227	17,741,231	14,848,896	19,691,010	6,764,581	627,001,980	
Addition	-	27,486,364	172,973,521	5,994,888	1,693,568	7,908,926	7,346,708	223,403,975	
Disposal	-	3,845,001	4,429,075	-	584,637	132,995	1,615,117	10,606,825	
Balance as at 31st March, 2017	25,570,461	379,056,937	355,514,673	23,736,119	15,957,827	27,466,941	12,496,172	839,799,130	
Addition	12,237,983	-	110,000,353	26,928,084	9,553,065	4,378,337	4,345,371	167,443,193	
Disposal	-	-	186,636	716,136	3,441,397	-	9,920	4,354,089	
Balance as at 31st March, 2018	37,808,444	379,056,937	465,328,390	49,948,067	22,069,495	31,845,278	16,831,623	1,002,888,234	
Accumulated Depreciation									
Balance as at 1st April, 2016	-	-	-	-	-	-	-	-	
Addition	-	16,847,430	19,642,934	3,511,426	4,205,960	4,349,908	3,886,331	52,443,989	
Disposal	-	1,472,641	1,801,144	-	332,276	49,448	1,448,614	5,104,123	
Balance as at 31st March, 2017	-	15,374,789	17,841,790	3,511,426	3,873,684	4,300,460	2,437,717	47,339,866	
Addition	-	15,376,146	30,791,872	7,049,776	3,221,582	4,697,784	5,182,416	66,319,576	
Disposal	-	-	25,405	-	2,454,121	-	-	2,479,526	
Balance as at 31st March, 2018	-	30,750,935	48,608,257	10,561,202	4,641,145	8,998,244	7,620,133	111,179,916	
Net Carrying Amount									
Balance as at 1st April, 2016	25,570,461	355,415,574	186,970,227	17,741,231	14,848,896	19,691,010	6,764,581	627,001,980	
Balance as at 31st March, 2017	25,570,461	363,682,148	337,672,883	20,224,693	12,084,143	23,166,481	10,058,455	792,459,264	
Balance as at 31st March, 2018	37,808,444	348,306,002	416,720,133	39,386,865	17,428,350	22,847,034	9,211,490	891,708,318	

5.1 Capital Work in Progress

1st April, 2016	78,492,129
31st March, 2017	78,467,278
31st March, 2018	243,273,224

5.2 Building includes Rs. 18,50,000/- (Previous year Rs. 18,50,000/-) acquired in an earlier year, are pending registration in the name of company.

5.3 The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016. The movement in carrying value of property, plant and equipment as per IGAAP is mentioned below :-

Particulars	Land		Other than Land					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	
Gross Carrying Amount								
Cost as at 1st April, 2016	25,570,461	457,217,718	316,037,197	60,624,198	43,549,475	33,367,096	18,045,426	954,411,571
Addition	-	27,486,364	172,973,521	5,994,888	1,693,568	7,908,926	7,346,708	223,403,975
Disposal	-	3,845,001	4,429,075	-	584,637	132,995	1,615,117	10,606,825

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Amount in Rs.

Particulars	Land		Other than Land					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	
Balance as at 31st March, 2017	25,570,461	480,859,081	484,581,643	66,619,086	44,658,406	41,143,027	23,777,017	1,167,208,721
Addition	12,237,983	-	110,000,353	26,928,084	9,553,065	4,378,337	4,345,371	167,443,193
Disposal	-	-	186,636	716,136	3,441,397	-	9,920	4,354,089
Balance as at 31st March, 2018	37,808,444	480,859,081	594,395,360	92,831,034	50,770,074	45,521,364	28,112,468	1,330,297,825
Accumulated Depreciation								
Balance as at 1st April, 2016	-	101,802,144	129,066,970	42,882,967	28,700,579	13,676,086	11,280,845	327,409,591
Addition	-	16,847,430	19,642,934	3,511,426	4,205,960	4,349,908	3,886,331	52,443,989
Disposal	-	1,472,641	1,801,144	-	332,276	49,448	1,448,614	5,104,123
Balance as at 31st March, 2017	-	117,176,933	146,908,760	46,394,393	32,574,263	17,976,546	13,718,562	374,749,457
Addition	-	15,376,146	30,791,872	7,049,776	3,221,582	469,778	518,246	66,319,576
Disposal	-	-	25,405	-	2,454,121	-	-	2,479,526
Balance as at 31st March, 2018	-	132,553,079	177,675,227	53,444,169	33,341,724	22,674,330	18,900,978	438,589,507
Net Carrying Amount								
Balance as at 1st April, 2016	25,570,461	355,415,574	186,970,227	17,741,231	14,848,896	19,691,010	6,764,581	627,001,980
Balance as at 31st March, 2017	25,570,461	363,682,148	337,672,883	20,224,693	12,084,143	23,166,481	10,058,455	792,459,264
Balance as at 31st March, 2018	37,808,444	348,306,002	416,720,133	39,386,865	17,428,350	22,847,034	9,211,490	891,708,318

6. INVESTMENT PROPERTIES

Amount in Rs.

Particulars	Land
Gross Carrying Amount	
Cost as at 1st April, 2016	58,992,217
Addition	-
Disposal	-
Balance as at 31st March, 2017	58,992,217
Addition	-
Disposal	-
Balance as at 31st March, 2018	58,992,217
Accumulated Depreciation	
Balance as at 1st April, 2016	
Addition	1,090,666
Disposal	-
Balance as at 31st March, 2017	1,090,666
Addition	1,090,666
Disposal	-
Balance as at 31st March, 2018	2,181,332
Net Carrying Amount	
Balance as at 1st April, 2016	58,992,217
Balance as at 31st March, 2017	57,901,551
Balance as at 31st March, 2018	56,810,885
Fair Value	
As at 1st April, 2016	320,787,000
As at 31st March, 2017	314,787,000
As at 31st March, 2018	320,787,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

6.1 Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Rental income derived from investment properties	23,104,800	23,104,800
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	23,104,800	23,104,800
Depreciation	1,090,666	1,090,666
Income from investment properties (Net)	22,014,134	22,014,134

6.2 Estimation of Fair Value

The Fair Valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

7. INTANGIBLE ASSETS

Particulars	Goodwill	Computer Software	Total
Gross Carrying Amount			
Cost as at 1st April, 2016	799,508	5,801,596	6,601,104
Addition	-	14,865,282	14,865,282
Disposal	-	-	-
Balance as at 31st March,2017	799,508	20,666,878	21,466,386
Addition	-	6,263,270	6,263,270
Disposal	-	-	-
Balance as at 31st March,2018	799,508	26,930,148	27,729,656
Accumulated Depreciation			
Balance as at 1 st April,2016		-	-
Addition	11,956	2,697,366	2,709,322
Disposal	-	-	-
Balance as at 31st March,2017	11,956	2,697,366	2,709,322
Addition	11,120	7,406,097	7,417,217
Disposal	-	-	-
Balance as at 31st March,2018	23,076	10,103,463	10,126,539
Net Carrying Amount			
Balance as at 1 st April,2016	799,508	5,801,596	6,601,104
Balance as at 31st March,2017	787,552	17,969,512	18,757,064
Balance as at 31st March,2018	776,432	16,826,685	17,603,117

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

7.1 Intangible Assets under Development

	Amount in Rs.
1st April, 2016	13,180,000
31st March, 2017	-
31st March, 2018	2,335,050

7.2 The Company has elected to measure all its intangibles at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016. The movement in carrying value of intangible asset as per IGAAP is mentioned below:

Particulars	Goodwill	Computer Software	Total
Gross Carrying Amount			
Cost as at 1st April, 2016	25,640,943	13,087,429	38,728,372
Addition		14,865,282	14,865,282
Disposal		-	-
Balance as at 31st March, 2017	25,640,943	27,952,711	53,593,654
Addition		6,263,270	6,263,270
Disposal		-	-
Balance as at 31st March, 2018	25,640,943	34,215,981	59,856,924
Accumulated Depreciation			
Balance as at 1st April, 2016	24,841,435	7,285,833	32,127,268
Addition	11,956	2,697,366	2,709,322
Disposal		-	-
Balance as at 31st March, 2017	24,853,391	9,983,199	34,836,590
Addition	11,120	7,406,097	7,417,217
Disposal		-	-
Balance as at 31st March, 2018	24,864,511	17,389,296	42,253,807
Net Carrying Amount			
Balance as at 1st April, 2016	799,508	5,801,596	6,601,104
Balance as at 31st March, 2017	787,552	17,969,512	18,757,064
Balance as at 31st March, 2018	776,432	16,826,685	17,603,117

8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	No. of Shares/Units	As At 31st March, 2018	No. of Shares/Units	As At 31st March, 2017	No. of Shares/Units	As At 1st April, 2016
Investments in Associates (Unquoted at Cost)						
(a) Capital in Firm "Bhartiya Prakash Leather"	-	-	-	-	-	50,000
(b) Investment in Associate Company#	-	-	-	-	-	-
Equity Shares	34,393,260	1,208,823,700	16,001,865	378,212,841	11,205,000	264,106,828
Preference Shares	-	-	-	-	4,796,865	119,960,000
		1,208,823,700		378,212,841		384,116,828
#Particulars of Investment in Associate Company						
A) Bhartiya Urban Infrastructure & Land Development Co Pvt Ltd						
% of Ownership Interest		-		27.83%		29.60%
Cost of Acquisition		-		399,960,000		280,000,000
Share of Post Acquisition Reserves & Surplus		-		(21,704,350)		(15,872,829)
Carrying Value		-		378,255,650		264,127,171

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	No. of		As At		Amount in Rs.	
	Shares/Units	31st March, 2018	Shares/Units	31st March, 2017	Shares/Units	1st April, 2016
B) Bhartiya City Developers Pvt. Ltd.						
% of ownership interest		36.77%				
Cost of Acquisition		378,255,650		-		-
Share of Pre-Acquisition Reserves & Surplus		842,417,508		-		-
Share of Post Acquisition Reserves & Surplus		(11,791,415)		-		-
Carrying Value		<u>1,208,881,743</u>		<u>-</u>		<u>-</u>
C) TADA Mega Leather Cluster Pvt. Ltd.						
% of Ownership Interest		50.00%		50.00%		50.00%
Cost of Acquisition		50,000		50,000		50,000
Share of Post Acquisition Reserves & Surplus		(108,044)		(92,810)		(70,343)
Carrying Value		<u>(58,044)</u>		<u>(42,810)</u>		<u>(20,342)</u>
Total (A+B+C)		<u>1,208,823,700</u>		<u>378,212,841</u>		<u>264,106,829</u>

8.1 The Company had invested in the Equity Shares of Bhartiya Urban infrastructure & Land Development Co. Pvt. Ltd. (Face value of Rs10/- each). During the year Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd. merged with Bhartiya City Developers Pvt. Ltd. and in lieu of this, the Company received 2.15 Equity Shares (face value of Rs 10 each) of Bhartiya City Developers Pvt. Ltd. for every one Equity Share held in Bhartiya Urban infrastructure & Land Development Co. Pvt. Ltd. Consequently share of pre-acquisition reserve increased by Rs. 842,417,508/-.

9. NON-CURRENT INVESTMENTS

Particulars	As on 31st March, 2018		As on 31st March, 2017		As on 1st April, 2016	
	Units (No.)	Amount (Rs.)	Units (No.)	Amount (Rs.)	Units (No.)	Amount (Rs.)
A Investments in Mutual Funds (Unquoted)						
At Fair value through Profit & Loss						
i) Reliance ETF Liquid BeES	1.021	1,021	0.982	982	0.817	817
ii) Birla Sun Life Equity Fund -Growth	-	-	16,698	10,836,770	-	-
iii) SBI Blue Chip Fund - Direct Plan - Growth	-	-	295,753	10,288,567	-	-
		<u>1,021</u>		<u>21,126,319</u>		<u>817</u>
Aggregate amount of Unquoted Investments	-	1,021	-	21,126,319	-	817
Aggregate amount of Impairment in value of unquoted Investments	-	-	-	-	-	-

10 NON-CURRENT LOAN

Particulars	As at		As at	
	31st March, 2018	31st March, 2017	31st March, 2017	1st April, 2016
(Unsecured & Considered Good)				
(a) Security and Other Deposits	9,854,916		10,144,404	7,716,104
(b) Loans / Advances to Related Parties (refer note no.56)	-		2,823,575	3,562,772
(c) Loan to Employee	3,602,944		4,180,439	127,695
TOTAL	<u>13,457,860</u>		<u>17,148,418</u>	<u>11,406,571</u>

11 OTHER NON-CURRENT FINANCIAL ASSETS

(a) Other Advances	49,919,030	7,568,736	7,028,112
TOTAL	<u>49,919,030</u>	<u>7,568,736</u>	<u>7,028,112</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

12. OTHER NON-CURRENT ASSETS

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(a) Capital Advances	7,647,233	4,919,058	11,171,039
(b) Security Deposits with Govt. Authority	9,618,463	9,618,463	8,755,500
(c) Prepayment Lease Rent	53,754,876	54,978,662	56,240,067
TOTAL	71,020,572	69,516,183	76,166,606

13. INVENTORIES

(a) Raw Materials	2,630,372,543	2,124,110,684	1,919,436,308
(b) Raw Materials -in Transit	11,462,591	10,014,822	14,644,628
(c) Stock-in-Progress	127,843,984	213,962,862	229,203,403
(d) Finished Goods	629,331,101	425,176,659	327,499,179
(e) Stock in Trade	33,533,048	29,808,090	40,924,301
TOTAL	3,432,543,267	2,803,073,117	2,531,707,819

14. CURRENT INVESTMENTS

Particulars	As on		As on		As on	
	31st March, 2018		31st March, 2017		1st April, 2016	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
a) Investment In Equity Instrument (Quoted)						
At Fair value through Profit and Loss						
Alkyl Amines Chemicals Ltd.	4,579	2,720,155	4,579	2,071,540	-	-
Astra Microwave Products Ltd.	46,443	3,562,178	-	-	-	-
Chambal Fertilisers and Chemicals Ltd.	-	-	43,205	3,748,034	-	-
DCB Bank Ltd.	31,695	5,120,327	31,695	5,396,074	-	-
Firstsource Solutions Ltd.	-	-	69,753	2,908,700	-	-
Intellect Design Arena Ltd.	37,198	6,148,829	13,920	1,600,800	-	-
Karur Vysya Bank	6,387	641,574	-	-	-	-
Kirlskar Brothers Ltd.	7,496	2,329,007	-	-	-	-
Majesco Ltd.	5,627	2,763,701	-	-	-	-
Monte Carlo Fashions Ltd.	2,130	998,970	-	-	-	-
Navneet Education Ltd.	16,540	2,361,912	16,540	2,686,923	-	-
Persistent Systems Ltd.	3,400	2,359,770	-	-	-	-
Premier Explosives Ltd.	10,534	3,524,676	-	-	-	-
Power Mech Projects Ltd.	5,130	4,343,315	5,130	2,740,703	-	-
Praj Industries Ltd.	58,449	4,693,455	33,655	2,694,083	-	-
Pricol Ltd.	30,389	2,633,207	30,389	2,402,250	-	-
RPG Life Sciences Ltd.	8,729	3,332,732	3,346	1,500,514	-	-
Visaka Industries Ltd.	12,961	8,383,823	12,961	3,509,839	-	-
Voltamp Transformers Ltd.	3,724	3,971,274	3,724	3,914,110	-	-
		<u>59,888,905</u>		<u>35,173,570</u>	<u>-</u>	<u>-</u>
b) Investment In Equity Instrument (Unquoted)						
At Fair Value through Profit and Loss						
i) Sai Royalaseema Paper Mills Ltd.	31,792	1	31,792	1	31,792	1
		<u>1</u>		<u>1</u>	<u>1</u>	<u>1</u>
Total (A+B)		<u>59,888,906</u>		<u>35,173,570</u>	<u>-</u>	<u>-</u>
Aggregate amount of Quoted Investments		59,888,905		35,173,569	-	-
Market Value of quoted Investments		59,888,905		35,173,569	-	-
Aggregate amount of unquoted Investments		1		1	1	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)**15. TRADE RECEIVABLES**

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(Unsecured, considered good)			
(a) Trade Receivable	<u>1,908,612,763</u>	<u>913,116,574</u>	<u>899,360,568</u>
TOTAL	<u>1,908,612,763</u>	<u>913,116,574</u>	<u>899,360,568</u>

15.1 The Company has filed legal Suit for recovery of Rs. 61,62,337/- against one of its overseas customer. Management is confident of recovery of the same and hence has not made any provision for bad & doubtful debts against this.

16. CASH AND CASH EQUIVALENT

a) Balances with Banks- in current A/c			
In current accounts	<u>267,819,251</u>	<u>458,731,854</u>	<u>237,791,254</u>
In deposit accounts	-	<u>4,239,271</u>	-
b) Cash on Hand	<u>2,842,463</u>	<u>2,799,099</u>	<u>4,089,027</u>
TOTAL	<u>270,661,714</u>	<u>465,770,224</u>	<u>241,880,281</u>

17. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	<u>68,419,473</u>	<u>76,827,472</u>	<u>91,533,681</u>
b) Unclaimed dividend accounts	<u>904,522</u>	<u>851,947</u>	<u>817,109</u>
TOTAL	<u>69,323,995</u>	<u>77,679,419</u>	<u>92,350,790</u>

17.1 Fixed deposits of Rs. 63,877,055/- (previous year Rs 76,827,473/-) are pledged with the banks for various limits and facilities granted.

18. CURRENT LOAN

(Unsecured & Considered Good)			
(a) Security and Other Deposits	<u>6,313,297</u>	<u>4,479,640</u>	<u>7,211,224</u>
(b) Other Advances	<u>95,431</u>	-	<u>33,903</u>
(c) Loan to employee	<u>51,316,494</u>	<u>11,210,595</u>	<u>3,603,871</u>
TOTAL	<u>57,725,222</u>	<u>15,690,235</u>	<u>10,848,998</u>

19. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive receivable	<u>93,101,621</u>	<u>87,256,848</u>	<u>127,368,656</u>
b) Insurance claim receivable	<u>19,561,305</u>	<u>22,461,696</u>	<u>36,832</u>
c) Vat/GST Receivable	<u>360,522,879</u>	<u>97,711,497</u>	<u>99,433,310</u>
d) Other Advance	<u>949,145</u>	<u>6,428,492</u>	<u>4,655,723</u>
e) Derivatives-foreign exchange forward contract	-	<u>407,625</u>	<u>20,387,423</u>
TOTAL	<u>474,134,950</u>	<u>214,266,158</u>	<u>251,881,944</u>

19.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the commissioner of customs (exports) with the joint secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

20. Other Current Assets

a) Advances with suppliers	<u>226,012,362</u>	<u>153,411,890</u>	<u>143,826,403</u>
b) Prepaid Expenses	<u>17,801,422</u>	<u>26,615,483</u>	<u>17,577,245</u>
c) Security Deposit with Govt. Authority	-	<u>290,630</u>	<u>862,963</u>
d) Mat credit Entitlement	<u>1,578,329</u>	<u>1,434,524</u>	<u>1,434,524</u>
e) Other Advances	<u>2,990,622</u>	<u>989,620</u>	<u>290,625</u>
f) Prepayment lease rent	<u>1,750,800</u>	<u>1,261,404</u>	<u>1,261,296</u>
TOTAL	<u>250,133,535</u>	<u>184,003,551</u>	<u>165,253,056</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

21. SHARE CAPITAL

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Authorised Share Capital			
a) 20,000,000 (31st March,2017: 20,000,000 1st April,2016: 20,000,000) Equity Shares of Rs.10/- each	200,000,000	200,000,000	200,000,000
b) 500,000 (31st March, 2017: 500,000 1st April, 2016: 5,00,000) Preference Shares of Rs.100/- each	50,000,000	50,000,000	50,000,000
	<u>250,000,000</u>	<u>250,000,000</u>	<u>250,000,000</u>
Issued, Subscribed & Paid up :			
a) 12,181,254 (31st March,2017: 11,740,945 1st April,2016: 11,713,848) Equity Shares of Rs.10/- each fully paid Up.	121,812,540	117,409,450	117,138,480
	<u>121,812,540</u>	<u>117,409,450</u>	<u>117,138,480</u>

21.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at	As at	As at	As at
	31st March, 2018 No. of Shares	31st March, 2018 Amount (Rs.)	31st March, 2017 No. of Shares	31st March, 2017 Amount (Rs.)
Shares outstanding at the beginning of the year	11,740,945	117,409,450	11,713,848	117,138,480
Shares Issued during the year	440,309	4,403,090	27,097	270,970
Shares outstanding at the end of the year	12,181,254	121,812,540	11,740,945	117,409,450

21.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at	As at	As at	As at	As at	As at
	31st March, 2018 No. of Shares	31st March, 2018 % of Holding	31st March, 2017 No. of Shares	31st March, 2017 % of Holding	1st April, 2016 No. of Shares	1st April, 2016 % of Holding
(a) Snehdeep Aggarwal	1,143,362	9.39	1,143,362	9.74	1,143,362	9.76
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.21	1,000,000	8.52	1,000,000	8.54
(c) Bhartiya Global Ventures Ltd.	1,850,000	15.19	1,850,000	15.76	1,850,000	15.79
(d) Spirit Impex Pvt Ltd.	-	-	685,000	5.83	1,200,000	10.24
(e) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.60	681,926	5.81	681,926	5.82
(f) Timf Holdings	706,474	5.80	-	-	-	-
(g) Morgan Stanley Asia (Singapore) PTE	-	-	278,315	2.37	745,315	6.36
(h) Superfine Carpets Pvt.Ltd.	1,236,684	10.15	613,533	5.23	-	-

21.3 Shares Reserved for issue under options

Particulars	As at	As at	As at
	31st Mar, 2018 No. of Shares	31st Mar, 2017 No. of Shares	1st April, 2016 No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/-each, at an exercise price of Rs.50/- per share	93,004	115,329	164,650
b) Preferential Share Warrant issued on 2nd January, 2016 convertible into equity at a price of Rs.600/-	-	700,000	700,000
c) Preferential Share warrant issued on 14th April, 2017 convertible into equity at a price of Rs.521/	300,000	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

21.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	Amount in Rs.			
	31st March, 2018	31st March, 2017	31st March, 2016	31st March, 2015
Shares issued during the period of five Years immediately preceding the reporting date on exercise of option granted under the employee stock option Plan (ESOP) wherein part consideration was received in form of employee services.	40,309	27,097	-	-

21.5 The Company has only one class of equity shares having a par values of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

21.6 4,00,000 Equity Shares of Rs. 10/- each at a premium of Rs 590/- each issued to non-promoters on conversion of preferential Share Warrants.

21.7 During the Year, the company has allotted 40,309 Equity share of Rs.10/- each fully paid to its employees under Employee stock option plan (ESOP 2013).

22 Other Equity

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Securities Premium Reserve	General Reserve	Capital Reserve	Retained Earning	Employee Stock Options outstanding	Other Comprehensive Income(defined benefit plan)	Preferential share Warrant Forfeited	Foreign Currency Translation Reserve (FCTR)	Non-controlling Interest	Total
Balance as at 1st April, 2016	105,000,000	506,165,000	270,129,410	4,621,283	1,264,644,716	22,775,346	(842,376)	8,500,000	11,044,250	15,891,987	2,207,929,616	
Profit for the year	-	-	-	-	180,544,270	-	-	(611,267)	-	-	(567,990)	179,976,280
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	(611,267)
Securities premium on issue of share	-	12,657,280	-	-	-	-	-	-	-	-	-	12,657,280
Transfer from Retained Earning	-	-	20,000,000	-	-	-	-	-	-	-	-	20,000,000
Transfer to General reserve	-	-	-	(20,000,000)	-	-	-	-	-	-	-	(20,000,000)
Employee Stock Option Reserve for the year	-	-	-	-	-	23,289,192	-	-	-	-	-	23,289,192
Share Application Money Received during the year	180,000,000	-	-	-	-	-	-	-	-	-	-	180,000,000
Dividend & Dividends distribution tax	-	-	-	(16,918,214)	-	-	-	-	-	-	-	(16,918,214)
Currency Fluctuation Reserve during the year	-	-	-	-	-	-	-	-	(16,818,349)	-	-	(16,818,349)
Transfer to Security premium on issue of share	-	-	-	-	-	(11,573,400)	-	-	-	-	-	(11,573,400)
Balance as at 31st March, 2017	180,000,000	105,000,000	518,822,280	290,129,410	4,621,283	1,408,270,772	34,491,138	(1,453,643)	8,500,000	(5,774,099)	15,323,997	2,557,931,138
Profit for the year	-	-	-	-	174,666,868	-	-	338,241	-	-	(343,125)	174,323,743
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	338,241
Securities premium on issue of share	-	-	254,915,285	-	-	-	-	-	-	-	-	254,915,285
Transfer from Retained Earning	-	-	-	(523,336)	-	-	-	-	-	-	-	(523,336)
Transfer to General reserve	-	-	-	523,336	-	-	-	-	-	-	-	523,336

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Securities Premium Reserve	General Reserve	Capital Reserve	Retained Earning	Employee Stock Options outstanding	Other Comprehensive Income(defined benefit plan)	Preferential share Warrant Forfeited	Foreign Currency Translation Reserve (FCTR)	Non-controlling Interest	Total
Employee Stock Option Reserve for the year	-	-	-	-	-	-	7,492,595	-	-	-	-	7,492,595
Transfer to Security premium on issue of share	-	-	-	-	-	-	(17,302,925)	-	-	-	-	(17,302,925)
Equity Shares issued during the year	(180,000,000)	(60,000,000)	-	-	-	-	-	-	-	-	-	(240,000,000)
Dividend & Dividends distribution tax	-	-	-	-	-	(17,370,857)	-	-	-	-	-	(17,370,857)
Preferential Shares warrant forfeited	-	(45,000,000)	-	-	-	-	-	-	45,000,000	-	-	-
Preferential Shares warrant issued during the year	-	39,075,000	-	-	-	-	-	-	-	-	-	39,075,000
Currency Fluctuation Reserve	-	-	-	-	-	-	-	-	-	25,380,582	-	25,380,582
Share of Associate	-	-	-	-	842,417,508	-	-	-	-	-	-	842,417,508
Pre-Acquisition Profit	-	-	-	-	38,124	(38,124)	-	-	-	-	-	-
Capital Reserve created during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	-	39,075,000	773,737,565	290,652,746	847,076,915	1,565,005,324	24,680,808	(1,115,402)	53,500,000	19,606,483	14,980,872	3,627,200,310

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

23. NON-CURRENT BORROWING

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured			
- Term Loans from Banks	465,822,876	305,045,025	340,375,249
- Vehicle Loans from Banks	7,016,727	357,852	1,355,686
TOTAL	472,839,603	305,402,877	341,730,935

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

	Nature of Security	Terms of Repayment
23.1	Term Loans from HDFC Bank, balance outstanding amounting to Rs 485.33 lacs (31st March, 2017 Rs. 647.11 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Installment starting from December, 2016. Last installment due in March, 2021. Rate of interest 10.20 % p.a. as at year end (previous year - 10.70%)
23.2	Term Loans from HDFC Bank, subsequent disbursement, balance outstanding amounting to Rs 110.52 lacs (31st March, 2017 Rs. 147.36) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Installment starting from December, 2016. Last installment due in March, 2021. Rate of interest 10.20 % p.a. as at year end (previous year - 10.65%)
23.3	Term Loans from HDFC Bank, balance outstanding amounting to Rs 630.00 lacs (31st March, 2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Installment starting from November, 2017. Last installment due in August, 2022. Rate of Interest 9.1% p.a. as at year end (Previous Year Nil)
23.4	Term Loans from HDFC Bank, balance outstanding amounting to Rs 2346.00 lacs (31st March, 2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Installment starting from October, 2018. Last installment due in May, 2028. Rate of Interest 9.1 % p.a. as at year end (Previous Year Nil.)
23.5	Term Loans from HDFC Bank, balance outstanding amounting to Rs 231.65 lacs (31st March, 2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Installment starting from February 2018. Last installment due in August, 2022. Rate of Interest 9.1% p.a. as at year end (Previous Year Nil)
23.6	Term Loan from Axis Bank, balance outstanding amounting to Rs. 180.00 Lacs (31st March, 2017 Rs. 360.00 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bangalore, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Installment starting from September 2015. Last installment due in June, 2019. Rate of interest 9.00 % p.a. as at year end (previous year - 10.30% p.a.)
23.7	Term Loan from Yes Bank, balance outstanding amounting to Rs. 500.00 Lacs (31st March, 2017 Rs. Nil) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No. 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Installment starting from June, 2018. Last installment due in March, 2023. Rate of interest 10.00 % p.a. as at year end (previous year - Nil.)
23.8	Term Loans from Indus Ind Bank, balance outstanding amounting to Rs 229.01 lacs (31st March, 2017 is Rs. Nil) is secured by exclusive charge on the machinery financed by the bank and Corporate Guarantee of ultimate holding company	Repayable in 61 Monthly Installment starting from March, 2018. Last installment due in March, 2023. Rate of Interest 10.40 % p.a. as at year end (Previous Year Nil.)
23.9	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)**24 OTHER NON-CURRENT FINANCIAL LIABILITIES**

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(a) Security Deposit with Related Parties	13,568,710	12,515,794	11,352,606
TOTAL	13,568,710	12,515,794	11,352,606

25 NON-CURRENT PROVISION

(a) Provision for Employees Benefit	12,897,701	8,717,877	7,971,159
TOTAL	12,897,701	8,717,877	7,971,159

26 OTHER NON-CURRENT LIABILITY

(a) Government Grant	2,978,113	-	-
(b) Advance Lease Rent	1,293,707	2,559,890	3,677,766
TOTAL	4,271,820	2,559,890	3,677,766

27 DEFERRED TAX LIABILITY (NET)**a) Deferred tax Liabilities**

Related to Fixed Assets	69,997,220	65,419,427	75,282,042
TOTAL	69,997,220	65,419,427	75,282,042

28 CURRENT BORROWING**Secured**

a) Working Capital Loans From Banks	2,922,427,702	2,296,566,214	1,834,281,566
TOTAL	2,922,427,702	2,296,566,214	1,834,281,566

28.1 Working Capital Facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current Assets, Specified Immovable property, Movable Fixed Assets, Lien on Fixed Deposits, Exports Bills and Personal Guarantee of Director.

28.2 Working Capital facilities in Overseas Subsidiaries are Secured against Corporate Guarantee / SBLC of Holding company.

29 TRADE PAYABLE

(a) Payable	1,498,643,150	574,930,999	560,182,240
TOTAL	1,498,643,150	574,930,999	560,182,240

29.1 The Company has not received information from vendors regarding their status under the Micro, Small and Medium enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act have not been given.

30 OTHER CURRENT FINANCIAL LIABILITIES

(a) Current Maturities of Long-Term Debt	81,365,669	51,787,181	52,756,298
(b) Interest Accrued	9,180,919	6,946,199	9,182,721
(c) Unpaid Dividend	732,263	851,948	817,109
(d) Due to Employee	58,188,345	30,567,153	36,668,955
(e) Expenses Payable	31,645,755	58,688,419	110,867,573
(f) Statutory Dues Payable	16,148,067	12,923,503	22,731,118
(g) Capital Payables	8,641,069	11,604,527	20,961,162
(h) Other Payable	6,491,950	10,731,187	10,228,054
(i) Derivatives-Foreign Exchange forward Contract	20,314,672	-	-
TOTAL	232,708,709	184,100,117	264,212,990

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

31	PROVISIONS	Amount in Rs.		
Particulars	As at	As at	As at	
	31st March, 2018	31st March, 2017	1st April, 2016	
(a) Provision for Employees benefits	18,609,953	10,335,511	8,886,030	
TOTAL	<u>18,609,953</u>	<u>10,335,511</u>	<u>8,886,030</u>	
32	OTHER CURRENT LIABILITIES			
(a) Advance from Customer	78,448,928	21,481,421	14,621,259	
(b) Advance Lease Rent	1,264,751	1,161,636	1,056,950	
TOTAL	<u>79,713,679</u>	<u>22,643,057</u>	<u>15,678,209</u>	
33	REVENUE FROM OPERATIONS			
Particulars		Year Ended	Year Ended	
		31st March, 2018	31st March, 2017	
Sales of products				
(a) Sales Manufactured Goods		4,006,194,018	3,343,517,077	
(b) Sales Stock-in-Trade		2,744,185,538	2,570,013,458	
Other Operating Revenues				
(a) Export Incentives		297,516,213	322,887,642	
(b) Foreign Exchange Gain		57,269,792	183,006,254	
TOTAL		<u>7,105,165,561</u>	<u>6,419,424,431</u>	
34	OTHER INCOME			
(a) Interest Income on Loan & Advances		7,936,146	16,105,942	
(b) Dividend income from Current Investments		697,834	101,073	
(c) Other Non Operating Income				
- Profit on Sale of Current Investments(Net)		12,106,494	65,199	
- Rental Income		26,885,759	26,663,068	
- Profit on Sale of Fixed Assets		-	7,648,679	
- Other Income		20,006,060	4,173,815	
- Net Gain on re-measurement of investment through Profit & Loss Account		4,921,813	7,097,885	
TOTAL		<u>72,554,106</u>	<u>61,855,661</u>	
35	COST OF MATERIALS CONSUMED			
Opening Stock		2,222,404,478	2,037,915,276	
Add : Purchases		2,876,386,943	2,184,579,099	
		5,098,791,421	4,222,494,375	
Less : Closing Stock		2,641,835,133	2,222,404,478	
Excise Duty		1,260,601	18,367,796	
MATERIALS CONSUMED		<u>2,458,216,889</u>	<u>2,018,457,693</u>	
		-		
36	CHANGE IN INVENTORIES OF FINISHED GOODS			
(a) Opening Stock		454,984,749	368,180,969	
(b) Closing Stock		662,864,150	454,984,749	
Decrease/(Increase)		<u>(207,879,401)</u>	<u>(86,803,780)</u>	
37	EMPLOYEE BENEFIT EXPENSES			
(a) Salary & Allowances		419,366,144	386,786,760	
(b) Contribution to Provident & Other Fund		27,301,082	26,210,236	
(c) Staff Welfare Expenses		25,434,601	16,981,128	
(d) Employee Stock Option Plan		7,492,596	23,289,192	
TOTAL		<u>479,594,423</u>	<u>453,267,316</u>	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

38	FINANCE COST	Amount in Rs.	
Particulars	Year Ended	Year Ended	
	31st March, 2018	31st March, 2017	
(a) Interest Expense	181,279,561	120,909,781	
(b) Borrowing Cost	14,326,757	18,135,168	
TOTAL	195,606,318	139,044,949	
39	DEPRECIATION AND AMORTISATION		
(a) Depreciation on Property Plant and Equipment	66,319,576	52,443,989	
(b) Depreciation on Intangible Assets	7,417,217	2,709,322	
(c) Depreciation on Investment on Properties	1,090,666	1,090,666	
(d) Preliminary Expenses	-	3,909,243	
TOTAL	74,827,459	60,153,220	
40	OTHER EXPENSES		
	<u>(I) Manufacturing Expenses</u>		
(a) Fabrication Charges	997,713,242	879,553,745	
(b) Other Manufacturing Expenses	28,212,368	14,378,331	
(c) Freight & Cartage	10,282,428	10,212,139	
	<u>(II) Selling & Administrative Expenses</u>		
(a) Legal And Professional Charges	114,722,662	98,764,142	
(b) Power & Fuel	32,652,078	26,223,649	
(c) Bank Charges	35,495,129	44,787,050	
(d) Repair & Maintenance			
- Building	1,322,423	2,698,811	
- Plant & Machinery	12,245,424	10,872,843	
- Others	29,720,207	2,279,732	
(e) Communication	12,264,956	13,431,165	
(f) Rates Taxes & Duties	6,788,582	6,466,048	
(g) Insurance	8,714,890	5,217,167	
(h) Rent	35,728,389	27,853,390	
(i) Travelling & Conveyance	136,540,603	123,412,576	
(j) Freight on Exports	65,323,386	47,780,998	
(k) Commission, Brokerage & Discount	48,382,865	24,749,363	
(l) Loss on Sale /Discard of Fixed Assets	478,384	1,120,646	
(m) Misc. Expenses	61,623,001	69,745,914	
(n) Expenditure towards CSR activities	1,325,500	675,254	
(o) Directors Meeting Fees	376,862	92,222	
(p) Packing Expenses	31,534,301	24,299,036	
(q) Bad Debts	150,267	5,172,863	
(r) Auditors Remuneration	3,672,065	3,652,911	
TOTAL	1,675,270,012	1,443,439,995	
41	TAX EXPENSES		
	<u>I) Current Tax</u>		
(a) Current Tax on taxable income for the year	81,790,559	84,548,080	
	<u>II) Deferred Tax</u>		
(a) Related To Capital Assets	2,470,033	(3,653,091)	
Relating to origination and reversal of temporary differences			
(b) Related to Brought forward Capital losses	-	-	
Income tax expenses reported in statement of profit and loss	84,260,592	80,894,989	
Effective Income Tax Rate	32.59%	31.01%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

- 41.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Accounting Profit Before Tax	258,583,651	260,871,270
Statutory Income Tax Rate (%)	34.608	34.608
Computed Tax Expenses	89,490,630	90,282,329
Tax In Respect of Earlier Years	4,975,960	5,056,381
Unabsorbed Capital Loss	1,458,699	-
Long Term Capital Gain Exempt for Taxation	(2,786,636)	(773,416)
Lower Tax on Capital Gain	(896,312)	(1,890,864)
Income Exempt From Taxation	(241,507)	(34,979)
Non Taxable/ Differential Tax Rate of Subsidiaries	(11,798,806)	(13,025,485)
Impact of Share of Profit/(Loss) of Associates	4,086,045	2,025,948
Deduction Under Section 24 of Income Tax Act	(1,630,621)	(2,039,003)
Non-Deductible Expenses for Tax Purpose	1,603,140	1,294,078
Income tax charge to statement of profit and loss account	84,260,592	80,894,989

42. CONTINGENT LIABILITIES

Particulars	As at	
	31st March, 2018	31st March, 2017
i) Letter of Credit / Import Bills outstanding -	30,315,084	55,065,322
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	718,231,200	688,052,975
- World Fashion Trade Ltd.	22,806,000	22,699,250
iii) Bill Discounted with Bank	138,720,756	-
iv) Other Guarantee given by bank -with Corporation Bank	4,467,345	4,061,849
v) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia & World Fashion Trade Ltd.	170,427,000	164,266,000
vi) Karnataka Vat Demand Under dispute	5,659,787	5,659,787
vii) TNVAT demand under dispute	52,531,621	52,531,621
viii) Corporate Guarantee executed by the subsidiary company to bank against facilities granted by bank to parent company	240,000,000	240,000,000

42.1 Capital and other Commitments

i) Estimated value of contract remaining to be executed on capital Account and not provided for	2,044,641	8,139,832
ii) Commitments under import of capital goods at concessional rate of custom duty.	17,950,128	17,866,094

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	Year Ended	
	31st March, 2018	31st March, 2017
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	15,951,540	15,056,438
b) Employees State Insurance Corporation	270,502	20,337

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

b) Defined benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Amount in Rs.	
	Gratuity	
	As at 31st March, 2018	As at 31st March, 2017
Expected Return on Plan Assets	7.88%	7.26%
Discount Rate	7.88%	7.26%
Salary Increase Rate	6.00%	6.00%
Employee Turnover	5.00%	5.00%
In Service Mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Current services cost	4,185,947	4,322,250
Net interest expenses	418,264	433,549
Past services cost	2,463,902	-
Components of defined benefit costs recognised in profit or Loss	<u>7,068,113</u>	<u>4,755,799</u>
Re-measurement on the net defined benefit liability:		
Actuarial (gains)/ losses on obligation for the year	(949,719)	1,485,540
Return on Plan Assets	351,625	(550,767)
Net(Income)/Expenses for the Year Ended recognized in OCI	<u>(598,094)</u>	<u>934,773</u>

iii) The amount included in the balance sheet arising from the entity's obligation in respect of its defined

Present Value of defined benefit obligation	35,745,158	27,573,841
Fair Vale of Plan Asset	(22,847,457)	(18,855,964)
Net Liability arising from defined benefit obligation	<u>12,897,701</u>	<u>8,717,877</u>

iv) Movements in the present value of the defined benefit obligation are as follows:

Opening Defined Obligation	27,573,841	22,162,222
Interest Cost	1,761,382	1,538,993
Current Service Cost	4,185,947	4,322,250
Past Service Cost	2,463,902	-
Benefits Paid	(137,945)	(1,163,738)
Actuarial (Gains)/ Losses	(101,969)	714,114
Closing Defined Benefit Obligation	<u>35,745,158</u>	<u>27,573,841</u>

v) Movements in the fair value of the plan assets are as follows:

Opening fair Value of Plan Assets *	18,855,964	14,191,063
Interest Income	1,343,118	1,105,444
Contribution by the Employee	3,000,000	3,008,690
Return on Plan Assets excluding Interest Income	(351,625)	550,767
Closing Fair Value of Plan Assets	<u>22,847,457</u>	<u>18,855,964</u>

* Fund managed by the approved insurance company Kotak Life Insurance

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	Amount in Rs.	
	Gratuity	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Investment with insurer	100.00%	100.00%

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(1,849,353)	2,477,121
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	2,039,507	(1,791,247)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	241,789	(282,628)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2017 is as follows:

Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(1,733,758)	2,002,149
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	2,007,382	(1,768,474)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	65,803	(87,276)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

44. EARNING PER SHARE

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Profit/(loss) for the year	175,005,109	179,933,004
No. of share at the beginning of the year (A)	11,740,945	11,713,848
Equity allotted during the year	440,309	27,097
Weighted average shares (B)	393,320	26,418
Weighted average shares outstanding (nos.) (A+B)	12,134,265	11,740,266
Effect of diluted number of share		
Add:- Employee stock option plan	50,596	96,485
Add:- Convertible preferential share warrant	72,123	175,000
Weighted average number of equity share for diluted earning per share	12,256,985	12,011,751
Basic earning per share	14.42	15.33
Diluted earning per share	14.28	14.98

45. OPERATING LEASE**(a) Assets taken on lease**

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2018	As at 31st March, 2017
Not later than One Year	100,000	1,300,000
Later than One Year and not later than Five Years	400,000	400,000
Later than Five Years	3,500,000	3,600,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at	
	31st March, 2018	31st March, 2017
Not later than one year	25,235,280	25,235,280
Later than one year and not later than five years	15,497,640	40,732,920
Later than five years	-	-

46. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated 23rd September, 2013. As per ESOP 2013, the Company had granted the below stock options:

- On 28th January, 2014 – 50,000 stock options.
- On 16th September, 2015 – 1,55,800 stock options
- On 31st December, 2015 – 8,850 stock options
- On 3rd February, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

The details of the ESOPs granted so far are provided below:

Grant Date	3rd February, 2018			
Vesting Tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting Date	3rd February, 2019	3rd February, 2020	3rd February, 2021	3rd February, 2022
Percentage of Vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant Date	31st December, 2015		
Vesting Tranche	Vesting I	Vesting II	Vesting III
Vesting Date	31st December, 2016	31st December, 2017	31st December, 2018
Percentage of Vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	16th September, 2015		
Vesting Tranche	Vesting I	Vesting II	Vesting III
Vesting Date	16th September, 2016	16th September, 2017	16th September, 2018
Percentage of Vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	28th January, 2014	
Vesting Tranche	Vesting I	Vesting II
Vesting Date	1st February, 2015	1st March, 2015
Percentage of Vesting	50.00	50.00
Exercise Price (in Rs.)	156.00	156.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

The Company uses the fair value for determination of the employee stock compensation expense. The activity in the Employees Stock Option Plan during the Year Ended 31st March, 2018 is as under:

Particulars	Year Ended 31st March, 2018
Number of options outstanding at the beginning of the period	115,329
Number of options granted during the year	30,000
Number of options forfeited / lapsed during the year	12,016
Number of options vested during the year	39,812
Number of options exercised during the year	40,309
Number of shares arising as a result of exercise of options	40,309
Money realized by exercise of options (INR), if scheme is implemented directly by the company (Rs.)	20,15,450
Loan repaid by the Trust during the year from exercise price received	N.A.
Number of options outstanding at the end of the year	93,004
Number of options exercisable at the end of the year	16,954

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	16th September, 2015	31st December, 2015	3rd February, 2018
Weighted Average Share Price	Rs. 468.70	Rs 521.15	Rs. 463.55
Exercise Price	Rs. 50.00	Rs. 50.00	Rs. 450.00
Expected Volatility	29.24%	33.10%	25.71%
Option Life (Comprising of Weighted Average of Vesting Period and Exercise Period)	7 years	7 years	8 years
Expected Dividends	0.21%	0.19%	0.26%
Risk Free Rate of Return	8.17%	7.96%	7.82%

48. EVENT OCCURRING AFTER BALANCE SHEET DATE

The board of Directors has recommended Equity dividend of Rs. 1.20/- per share (Previous year Rs. 1.20/-) for the financial year 2017-18.

49. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Gross amount required to be spent	4,551,172	3,878,848
(b) Amount spent:		
(i) Construction/Acquisition of any Asset	-	-
(ii) On purpose other than (i) above	1,325,500	675,254

50. EXPENSES CAPITALISED DURING THE YEAR

The company has incurred following expenses as pre-operative expenses through Capital-Work-in-Progress

Salaries, Allowances and bonus	19,800,000	16,500,000
Legal and professional expenses	1,074,375	2,869,142
Finance cost	-	7,384,273

51. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	As at 31st March, 2018			
	Carrying Amount	Level of Input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	1,908,612,763	-	-	1,908,612,763
Cash & Cash Equivalents	270,661,714	-	-	270,661,714
Other Bank Balance	69,323,995	-	-	69,323,995
Loans	71,183,082	-	-	71,183,082
Other Financial Assets	524,053,980	-	-	524,053,980
At FVTPL				
Investments	59,889,927	59,889,927	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised cost				
Borrowings	3,395,267,304	-	-	3,395,267,304
Trade Payables	1,498,643,150	-	-	1,498,643,150
Other Financial Liabilities	225,962,747	-	-	225,962,747
At FVTPL				
Other Financial Liabilities	20,314,672	-	20,314,672	-

Particulars	As at 31st March, 2017			
	Carrying Amount	Level of Input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	913,116,574	-	-	913,116,574
Cash & Cash Equivalents	465,770,224	-	-	465,770,224
Other Bank Balance	77,679,419	-	-	77,679,419
Loans	32,838,653	-	-	32,838,653
Other Financial Assets	221,427,269	-	-	221,427,269
At FVTPL				
Investments	56,299,889	56,299,889	-	-
Other Financial Assets	407,625	-	407,625	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	As at 31st March, 2017			
	Carrying Amount	Level of Input used in		
		Level 1	Level 2	Level 3
Financial Liabilities				
At Amortised cost				
Borrowings	2,601,969,091	-	-	2,601,969,091
Trade Payables	574,930,999	-	-	574,930,999
Other Financial Liabilities	196,615,911	-	-	196,615,911
At FVTPL				
Other Financial Liabilities	-	-	-	-
Particulars				
As at 1st April, 2016				
Particulars	Carrying Amount	Level of Input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	899,360,567	-	-	899,360,567
Cash & Cash Equivalents	241,880,281	-	-	241,880,281
Other Bank Balance	92,350,790	-	-	92,350,790
Loans	22,255,569	-	-	22,255,569
Other Financial Assets	238,522,633	-	-	238,522,633
At FVTPL				
Investments	818	818	-	-
Other Financial Assets	20,387,423	-	20,387,423	-
Financial Liabilities				
At Amortised Cost				
Borrowings	2,176,012,501	-	-	2,176,012,501
Trade Payables	560,182,240	-	-	560,182,240
Other Financial Liabilities	275,565,595	-	-	275,565,595
At FVTPL				
Other Financial Liabilities	-	-	-	-

52. DISCLOSURES AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF THE ENTERPRISES CONSOLIDATED AS SUBSIDIARY/ASSOCIATES :

Name of the Entities	Net Assets i.e.		Share in Profit or Loss	
	Total Assets Minus Total Liabilities		As a % of Consolidated Profit	Amount in Rs
	As a % of Consolidated Net Assets	Amount in Rs		
Parent				
Bhartiya International Ltd	86.49%	2,542,934,405	70.725%	131,879,083
Subsidiary				
Indian Subsidiaries				
Bhartiya Global Marketing Ltd	1.19%	34,987,502	-0.482%	(898,581)
J&J Leather Enterprises Ltd	1.68%	49,297,405	1.159%	2,162,013
Bhartiya International SEZ. Ltd	4.63%	136,014,183	-1.665%	(3,105,209)
Bhartiya Fashion Retail Ltd	-0.04%	(1,124,989)	0.405%	754,681
Bhartiya Urban Infrastructure Ltd.	0.01%	286,372	-0.005%	(9,488)
Foreign Subsidiaries				
World Fashion Trade Ltd.	-0.24%	(7,046,180)	1.382%	2,576,809
Design Industry China Ltd.	-0.06%	(1,753,867)	-2.606%	(4,858,567)
Ultima S. A.	14.58%	428,562,124	25.910%	48,314,845
Ultima Italia SRL	5.84%	171,791,392	2.790%	5,203,320
Design Industry Ltd., Hong Kong	0.46%	13,649,429	2.791%	5,204,407
Sub Total		3,367,597,776		187,223,314
Inter-company Elimination & Consolidation Adjustments	-14.54%	(427,398,622)	-0.405%	(754,681)
Grand Total		2,940,199,154		186,468,633
Non-Controlling Interest in Subsidiaries		(14,980,872)		343,125

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Name of the Entities	Net Assets i.e.		Share in Profit or Loss	
	Total Assets Minus Total Liabilities			
	As a % of Consolidated Net Assets	Amount in Rs	As a % of Consolidated Profit	Amount in Rs
Share of Profit in Associates		808,813,699		(11,806,649)
		3,734,031,981		175,005,109

53. RELATED PARTY DISCLOSURES AS PER IND AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Associate Parties		
Bhartiya City Developers Pvt. Ltd.	India	36.77%
Tada Mega Leather Cluster Pvt Ltd.	India	50%
ii) Executive Directors		
Snehdeep Aggarwal		Managing Director
Jaspal Sethi		Whole Time Director
A.K .Gadhok		Whole Time Director (Resigned from 18.04.2018)
iii) Non-Executive Directors		
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Sanjay Baweja		Independent Director (Resigned from 03.10.2017)
Amrishpal Singh		Director
Manoj Khattar		Director
Nikhil Aggarwal		Director
Walter willi Zwahlen		Director
iv) Enterprises owned or significantly influenced by Executive Directors or their relatives		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
v) Relatives of Executive Directors with whom transactions have taken place		
Kanwal Aggarwal		
Arjun Aggarwal		
vi) Trust (Post Employment Benefit Plan)		
Bhartiya International Ltd. Employees Group Gratuity Scheme		

b) Transactions during the year with Related Parties :

Particulars	2017-18	2016-17
1. Ticketing		
Itopia Management Services (India) Pvt. Ltd	8,791,849	22,595,993
2. Salaries		
Snehdeep Aggarwal	1,839,600	1,839,600
Jaspal Sethi	1,268,250	1,174,200
A.k. Gadhok	703,756	750,288
Arjun Aggarwal	-	275,000
Amrishpal Singh	300,000	300,000
Nikhil Aggarwal	8,672,329	8,618,920
Walter Willi Zwahlen	8,111,337	9,565,718

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	2017-18	2016-17
3. Lease Rent Paid		
Kanwal Aggarwal	80,000	480,000
4. Lease Rent Received		
Bhartiya City Developers Pvt Ltd	21,304,800	21,304,800
Parushni Interior Designs Pvt Ltd	1,800,000	1,800,000
5. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	150,000	-
6. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	768,160	-
7. Sitting Fee		
Ramesh Bhatia	2,778	2,778
C.L. Handa	29,999	25,555
Sandeep Seth	32,777	25,555
Shashank	26,277	24,444
A. Sahasranaman	11,112	5,556
Annapurna Dixit	11,112	5,556
Sanjay Baweja	5,556	2,778
8. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	3,000,000	3,000,000
c) Balances Outstanding at the Year End:		
1. Loan Given		
Tada Mega Leather Cluster Pvt. Ltd.	-	2,823,575
2. Advance Paid		
Bhartiya City Developers Pvt. Ltd.	-	37,660
3. Expenses/Other Payables		
Itopia Management services(India) Pvt. Ltd.	506,032	1,757,848
Kanwal Aggarwal		36,000
Amrishpal Singh	25,000	25,000
4. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	15,978,600	15,978,600
Parushni Interior Designs Pvt. Ltd.	150,000	150,000

54. FIRST-TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Group has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the Year Ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

i) Deemed Cost for Property, Plant and Equipment and Intangible Assets

The Company has elected to measure all its property, plant and equipment and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

ii) Investments in Subsidiaries and Associates

The Company has elected to measure its investments in subsidiaries and associates at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

- i) Reconciliation of Balance sheet as at 1st April, 2016 (Transition Date).
- ii) Reconciliation of Balance sheet as at 31st March, 2017.
- iii) Reconciliation of Total Comprehensive Income for the Year Ended 31st March, 2017.
- iv) Adjustments to Statement of Cash Flows.

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

54.1 Reconciliation of Balance sheet as at 1st April, 2016

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS as at 1st April, 2016
I Assets				
1 Non - Current Assets				
(a) Property, Plant and Equipment	M,N	743,008,958	(116,006,978)	627,001,980
(b) Capital Work-in-Progress		78,492,129		78,492,129
(c) Investment Property	N		58,992,217	58,992,217
(d) Goodwill		2,525,000	-	2,525,000
(e) Intangible assets		6,601,104	-	6,601,104
(f) Intangible Assets under Development		13,180,000	-	13,180,000
(g) Investments accounted for using equity method		384,116,828	-	384,116,828
(h) Financial Assets				
(i) Investments	C	817	-	817
(ii) Loans	D	12,191,167	(784,596)	11,406,571
(iii) Other financial Assets		7,028,112	-	7,028,112
(i) Deferred tax assets (net)	P	2,681,255	4,432,270	7,113,525
(j) Other Non-Current Assets	M	19,926,539	56,240,067	76,166,606
2 Current Assets				
(a) Inventories		2,531,707,819	-	2,531,707,819
(b) Financial Assets				
(i) Investments	C	386,273	(386,272)	1
(ii) Trade Receivables		899,360,568	-	899,360,568
(iii) Cash and Cash Equivalents		241,880,281	-	241,880,281
(iv) Bank Balances Other Than Cash & Cash Equivalents		92,350,790	-	92,350,790
(v) Loans		10,848,998	-	10,848,998
(vi) Others Financial Assets	G,J	155,458,441	96,423,503	251,881,944
(c) Current Tax Assets (Net)	P	-	36,845,010	36,845,010

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS as at 1st April, 2016
(d) Other Current Assets	D	245,163,655	(79,910,599)	165,253,056
TOTAL ASSETS		5,446,908,734	55,844,622	5,502,753,356
II Equity and Liabilities				
1 Equity				
(a) Equity Share Capital		117,138,480	-	117,138,480
(b) Other Equity	O	2,122,308,267	85,621,349	2,207,929,616
2 Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A	342,354,629	(623,694)	341,730,935
(ii) Other financial liabilities	H	16,087,320	(4,734,714)	11,352,606
(b) Provisions	K	15,123,280	(7,152,121)	7,971,159
(c) Other non-current liabilities	H	-	3,677,766	3,677,766
(d) Deferred Tax Liabilities (Net)	P	36,602,583	38,679,459	75,282,042
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		1,834,281,566	-	1,834,281,566
(ii) Trade payables		560,182,240	-	560,182,240
(iii) Other financial liabilities		264,212,990	-	264,212,990
(b) Provisions	B	123,996,120	(115,110,090)	8,886,030
(c) Other Current Liabilities (Net)	H	14,621,259	1,056,950	15,678,209
(d) Current Tax Liabilities (Net)	P	-	54,429,717	54,429,717
Total of Equity and Liabilities		5,446,908,734	55,844,622	5,502,753,356

54.2 Reconciliation of Balance sheet as at 31st March, 2017

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS as at 31st March, 2017
I Assets				
1 Non - Current Assets				
(a) Property, Plant and Equipment	M,N	901,556,079	(109,096,815)	792,459,264
(b) Capital Work-in-Progress		78,467,278	-	78,467,278
(c) Investment Property	N	-	57,901,551	57,901,551
(d) Goodwill		2,525,000	-	2,525,000
(e) Intangible assets	M	18,749,040	8,024	18,757,064
(f) Investments accounted for using equity method		378,212,841	-	378,212,841
(h) Financial Assets				
(i) Investments	C	20,000,817	1,125,502	21,126,319
(ii) Trade receivables				
(ii) Loans	D	18,321,276	(1,172,858)	17,148,418
(iii) Other financial Assets		7,568,736		7,568,736
(i) Deferred tax assets (net)	P	-	1,458,699	1,458,699
(j) Other Non-Current Assets	M	14,537,521	54,978,662	69,516,183
2 Current Assets				
(a) Inventories		2,803,073,117	-	2,803,073,117
(b) Financial Assets				
(i) Investments	C	29,587,459	5,586,111	35,173,570
(ii) Trade Receivables		913,116,574	-	913,116,574
(iii) Cash and Cash Equivalents		465,770,224	-	465,770,224

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS as at 31st March, 2017
(iv) Bank Balances other than cash & Cash Equivalents		77,679,419	-	77,679,419
(v) Loans		15,690,235	-	15,690,235
(vi) Others Financial Assets	G,J	170,139,920	44,126,238	214,266,158
(c) Current Tax Assets (Net)	P	-	38,531,430	38,531,430
(d) Other Current Assets	D	283,684,713	(99,681,162)	184,003,551
Total Assets		<u>6,198,680,249</u>	<u>(6,234,618)</u>	<u>6,192,445,631</u>
II Equity and Liabilities				
1 Equity				
(a) Equity Share Capital		117,409,450		117,409,450
(b) Other Equity	O	2,502,641,112	55,290,026	2,557,931,138
2 Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A	305,654,526	(251,649)	305,402,877
(ii) Trade Payables				
(ii) Other Financial Liabilities	H	16,237,320	(3,721,526)	12,515,794
(b) Provisions	K	15,375,366	(6,657,489)	8,717,877
(c) Other Non-Current Liabilities	H	-	2,559,890	2,559,890
(d) Deferred Tax Liabilities (Net)	P	44,052,003	21,367,424	65,419,427
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		2,296,566,214	-	2,296,566,214
(ii) Trade Payables		574,930,999	-	574,930,999
(iii) Other Financial Liabilities		184,100,117	-	184,100,117
(b) Provisions	B	120,231,721	(109,896,210)	10,335,511
(c) Other Current Liabilities (Net)	H	21,481,421	1,161,636	22,643,057
(d) Current Tax Liabilities (Net)	P		33,913,280	33,913,280
Total of Equity and Liabilities		<u>6,198,680,249</u>	<u>(6,234,618)</u>	<u>6,192,445,631</u>

54.3 Reconciliation of statement of profit and loss for the Year Ended 31st March, 2017

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS Year Ended 31st March, 2017
INCOME				
Revenue from Operations	F,I,J	6,459,047,478	(39,623,047)	6,419,424,431
Other Income	C,D,H	38,097,922	23,757,739	61,855,661
Total Income		<u>6,497,145,400</u>	<u>(15,865,308)</u>	<u>6,481,280,092</u>
EXPENSES				
Cost of material consumed	F	1,984,574,067	33,883,626	2,018,457,693
Purchases of Stock-in-Trade		2,186,995,443	-	2,186,995,443
Change in Inventories of Finished Goods		(86,803,780)	-	(86,803,780)
Employee Benefits Expense	L,F	451,900,685	1,366,631	453,267,316
Finance Costs	A,E,H	137,615,952	1,428,997	139,044,949
Depreciation and Amortization Expense	M	62,333,601	(2,180,381)	60,153,220
Other Expenses	D,J	1,447,803,331	(4,363,337)	1,443,439,994
Total Expenses		<u>6,184,419,299</u>	<u>30,135,536</u>	<u>6,214,554,835</u>
Profit before Share of Net Profit/ (Loss) of Associate		312,726,101	(46,000,842)	266,725,257
Share of net profit/(Loss) of associates		(5,853,988)		(5,853,988)
Profit/ (Loss) Before Tax		306,872,113	-	260,871,269

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to first time adoption	Regrouped previous GAAP	Ind As Adjustment	As per Ind AS Year Ended 31st March, 2017
Exceptional Items		-		-
Profit / (Loss) Before Tax		306,872,113	(46,000,842)	260,871,269
Tax Expenses				
i Current tax		84,548,080	-	84,548,080
ii Deferred tax	P	10,130,674	(13,783,765)	(3,653,091)
Profit / (Loss) for the year		<u>212,193,359</u>	<u>(32,217,079)</u>	<u>179,976,280</u>
Other Comprehensive Income				
Items that will not be Reclassified to profit or Loss				
Remeasurements of the defined benefit plans	K	-	(934,773)	(934,773)
Income tax relating to above items	P		323,506	323,506
Total Comprehensive Income for the Year		<u>212,193,359</u>	<u>(611,267)</u>	<u>179,365,014</u>
Profit Attributable to :				
Owners		212,761,349	-	180,544,270
Non-controlling Interests		(567,990)	-	(567,990)
Other Comprehensive income Attributable to :				
Owners		-		(611,267)
Non-Controlling Interests		-		-
Total Comprehensive Income Attributable to:				
Owners		-		179,933,004
Non-controlling Interests		-		(567,990)

Reconciliation of Equity

Particulars	Notes	As at 31st March, 2017	As at 1st April, 2016
Equity as per previous GAAP		2,319,726,565	2,118,554,760
Share application money pending for allotment as part of Equity		180,000,000	-
Money received against Share Warrant as part of total Equity		105,000,000	105,000,000
Non controlling interest considered as part of total Equity		15,323,997	15,891,987
Adjustment :			
Effective interest rate computation of borrowing outstanding	A	251,647	623,694
Impact of discounting of provisions	K,L	6,279,216	7,152,121
Reversal of proposed dividend and dividend tax	B	16,957,350	16,918,214
Other Export incentive (Focus License)	J	43,718,613	76,036,080
Fair value of investment	C	6,711,611	(386,273)
Impact of measuring derivative contract at fair value	G	407,625	20,387,423
Tax Adjustment	P	(19,036,036)	(35,109,910)
Total Equity as per Ind AS		<u>2,675,340,588</u>	<u>2,325,068,096</u>

54.4 Reconciliation of Income Statement

Particulars	Notes	Year Ended 31st March, 2017
Net Profit(Loss) as per previous GAAP (Indian GAAP)		212,761,349
Other Export incentive (Focus License)		(32,317,467)
Impact of measuring derivative contract at fair value	G	(19,979,798)
Fair value of investment	C	7,097,884
Reclassification of actuarial (gain)/loss arising in respect of defined benefit plan to other comprehensive income	L	(450,648)
Employee Stock Option Plan	E	(2,457,889)
Effective interest rate computation of borrowing outstanding	A	(372,047)
Tax Adjustments	P	15,651,620
Total Comprehensive income as reported under Ind AS		<u>179,933,004</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

54.5 The following explains the material adjustments made while transition from previous accounting standards to IND AS

A. Borrowings

Under the previous GAAP, transaction costs incurred towards origination of borrowing were charged to the profit and loss as and when incurred. As required under the IND AS 109 these costs have been deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit and loss over the tenure of the borrowing as interest expense, computed using the effective interest rate method.

B Proposed Dividend

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events and accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

C Fair Valuation of Investment

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value through statement of profit and loss and changes in fair value are recognised in statement of profit and loss.

D Security Deposits

Under the previous GAAP, interest free security deposits were recorded at their transaction value. Under IND AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the security deposits under IND AS. Difference between amortised value of security deposits and the carrying value (transaction value) as per Previous GAAP has been recognised as prepaid lease rent and recognised as expenses uniformly over the lease period. Interest income, measured by the effective interest rate method is accrued. The effect of these is reflected in total equity and / or profit or loss, as applicable.

E Employee Stock Option Expenses

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity-settled share based plan has been recognised based on the fair value of the Options as at the grant date.

F Excise Duty

Under the previous GAAP, revenue from sale of goods was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty expense is charged to Statement of Profit and Loss. There is no impact in the total equity and profit.

G Derivative Instruments - Foreign Exchange Forward Contracts

Under Previous GAAP, unrealised net loss on foreign exchange forward contracts, if any, as at each Balance Sheet date was provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at Balance Sheet date and unrealised net gain or loss is recognised in profit and loss statement.

H Non-Current Liabilities Security Deposit

Under Previous GAAP, non-current security deposit liabilities were recognised on undiscounted basis. Ind AS requires such liabilities to be recognised at present value (discounted value) where the effect of time value of money is material. This led to a decrease in the value of non-current liabilities on the date of transition which was shown as prepaid lease rent. Ind AS also provides that where discounting is used, the carrying amount of the liability increases in each period to reflect the passage of time. This increase is recognised as finance cost. The interest cost on unwinding of discount and impact of change in discount rate has been recognised in the Statement of Profit and Loss under 'Rental costs' and 'finance cost' respectively for the Year Ended 31st March, 2017.

I Revenue from Sale of Goods

Under Previous GAAP, revenue were recognised net of trade discounts, rebates, sales taxes and excise duties. Under Ind AS, revenue is recognised at the fair value of the consideration received or receivable, after deduction of any discounts, any taxes or duties collected on behalf of the government except excise duty. Discounts given include rebates and price reductions which have been reclassified from 'Commission Brokerage & Discount' within other expenses under Previous GAAP and netted from revenue under Ind AS.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

J Other Export Incentive (Focus License)

Other Export incentives were accounted for on actual receipt basis. Ind AS requires these incentives be accounted for in the year of export.

K Non-Current Provisions

Under Previous GAAP, non-current provisions were recognised on undiscounted basis. Ind AS requires such provisions to be recognised at present value (discounted value) where the effect of time value of money is material. This led to a decrease in the value of non-current provisions as on 1st April, 2016 which was recognised in retained earnings. Subsequently, the present value is increased to reflect passage of time by recognising finance cost.

L Employee Benefit Plan

Under the previous GAAP, actuarial gains and losses on employee defined benefit obligations were recognised in profit or loss. Under Ind AS, the actuarial gains and losses on re-measurement of net defined benefit obligations are recognised in other comprehensive income. This resulted in a reclassification between profit or loss and other comprehensive income.

M Lease Hold Land

Under the previous GAAP, long term leasehold land were recognised in property, plant and equipment. Under Ind AS all leasehold land are considered as operating lease. Consequently depreciation is decreased and rent expenses increase.

N Property given on Lease

Building given on lease were recognised in property, plant and equipment. Ind AS requires such building given on lease were re-classified to investment property from property, plant and equipment.

O Retained Earnings

Retained earnings as at 1st April, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

P Tax Impact

Tax adjustments include deferred tax impact on account of differences between Previous GAAP and IND AS.

55. Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Less than 6 month	1,719,220,521	836,099,057
More than 6 month	189,392,242	77,017,517

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	3,105,460,516	242,142,458	129,030,000	3,476,632,973
Trade Payable	1,498,643,150	-	-	1,498,643,150
Other current liabilities	164,911,750	-	-	164,911,750

Particulars	As at 31st March. 2017			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	2,348,234,562	152,972,880	152,430,000	2,653,637,442
Trade Payable	574,930,999	-	-	574,930,999
Other current liabilities	144,947,560	-	-	144,947,560

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to Interest Rate Risk

Particulars	As at 31st March. 2018	As at 31st March. 2017
Total Borrowings	3,476,632,973	2,653,637,442
% of Borrowings out of above bearing variable rate of interest	81.21%	83.65%

Interest Rate Sensitivity:

A change of 100 bps in interest rates would have following Impact on profit before tax

Particulars	As at 31st March. 2018	As at 31st March. 2017
100 bp increase would decrease the profit before tax by	25,842,732	21,523,184
100 bp decrease would Increase the profit before tax by	25,842,732	21,523,184

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March.2018		As at 31st March.2017	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	6,942,806	34,816,463	3,103,525	27,052,344
EURO	3,224,456	11,760,078	3,696,546	5,352,046
GBP	2,699,577	2,323,634	2,584,548	2,099,202
HKD	40,403,532	8,799,707	15,417,194	3,193,536
RMB	706,295	904,985	1,549,463	1,246,174
CHF	12,641,742	12,269,765	7,089,890	4,130,757

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	22,616,191	(22,616,191)	13,166,706	(13,166,706)
EURO	12,929,100	(12,929,100)	12,770,087	(12,770,087)
GBP	12,378,237	(12,378,237)	10,523,890	(10,523,890)
HKD	16,773,526	(16,773,526)	6,433,595	(6,433,595)
RMB	365,225	(365,225)	729,255	(729,255)
CHF	43,067,887	(43,067,887)	22,931,895	(22,931,895)
Foreign Currency Monetary Liabilities				
USD	(113,432,036)	113,432,036	114,769,571	(114,769,571)
EURO	(47,166,143)	47,166,143	18,489,179	(18,489,179)
GBP	(10,661,541)	10,661,541	8,547,636	(8,547,636)
HKD	(3,653,198)	3,653,198	1,332,663	(1,332,663)
RMB	(467,968)	467,968	586,512	(586,512)
RMB	(41,800,636)	41,800,636	13,360,728	(13,360,728)
Impact on Profit or Loss as at the end of reporting year	(109,051,354)	109,051,354	223,641,716	(223,641,716)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Other Price Risks

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Other Price Risk Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	As at	As at
	31st March. 2018	31st March. 2017
Impact on Profit before tax	393.60	531.85
BSE Sensex 30- Increase 5%	19.68	26.59
BSE Sensex 30- Decrease 5%	(19.68)	(26.59)

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

CONSOLIDATED FINANCIAL SUMMARY

PARTICULARS	Rs. in Lacs																
	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18					
Equity Share Capital	727.88	786.38	786.38	866.38	946.38	1046.38	1106.38	1106.38	1121.38	1171.38	1174.09	1218.13					
Reserves & Surplus	7557.50	8778.76	8915.05	9584.10	10597.23	12007.26	13113.65	14518.27	16276.96	20014.16	25579.31	36272.00					
Net Worth	8955.38	9565.14	9850.72	10749.66	11949.95	13300.71	14395.12	15798.28	17864.48	22394.47	26753.41	37490.13					
Capital Employed	14123.44	12239.03	12418.81	12951.37	12908.50	14613.58	17572.83	19521.88	21582.50	26468.25	30699.56	43225.88					
Gross Fixed Assets	2859.23	2918.21	4633.08	4935.44	6857.03	7926.79	8907.95	9591.43	10428.12	12109.72	7735.88	11683.91					
Net Fixed Assets	1791.85	1674.52	3191.73	3246.21	4906.96	5729.65	6557.74	6888.19	7316.30	8412.82	9501.10	12142.56					
Export Sales including Export Incentives	15167.78	16312.22	18201.11	20635.10	19523.02	25067.32	30306.03	41440.95	55812.77	62215.89	64194.24	71051.66					
Other Income	217.02	333.03	(151.61)	(3.93)	246.16	231.92	315.73	351.49	333.80	378.91	618.56	725.54					
Total Income	15384.80	16645.25	18049.50	20631.17	19769.18	25299.24	30621.76	41792.44	56146.57	62600.50	64812.80	71777.20					
EBDIT	1265.34	1620.19	1980.00	1707.06	2102.78	2929.87	2951.26	4059.35	5299.22	5104.13	4659.23	5408.24					
Depreciation	195.85	189.87	204.16	251.54	281.25	288.70	323.63	395.46	630.24	604.98	601.53	748.27					
EBIT	1069.49	1430.31	1775.83	1455.52	1821.53	2641.17	2627.63	3663.88	4668.98	4499.15	4057.70	4659.97					
Profit before Tax	720.63	1018.44	572.28	858.66	1001.60	1609.53	1442.25	2096.56	2953.65	3192.93	2667.25	2703.91					
Tax Expenses	241.60	238.39	291.43	357.53	337.68	453.79	433.40	646.96	839.46	920.88	808.95	842.61					
Net Profit After Tax	479.03	780.05	280.85	501.13	663.92	1155.74	1008.85	1449.60	2114.19	2272.05	1858.30	1861.30					
Non Controlling Interest	-	-	(0.72)	(0.61)	(0.34)	8.72	(3.73)	(1.45)	14.26	(7.22)	(5.68)	(3.43)					
Share in Profit and Loss of Associates	82.93	141.50	59.13	42.40	26.38	1.82	1.29	0.78	0.44	192.22	(58.54)	(118.07)					
Net Profit	396.10	638.55	222.43	459.34	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.76	1743.23					
Equity Dividend (%)	15.00	15.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	12.00	12.00	12.00					
EPS (Basic) Rs.	5.81	8.12	2.83	5.82	7.36	11.39	9.35	13.12	18.83	21.69	15.33	14.42					
EPS(Diluted) Rs.	5.68	8.12	2.83	5.52	7.15	11.39	9.31	13.06	18.50	21.48	14.98	14.28					

INDEPENDENT AUDITORS' REPORT

**To,
The Members of
Bhartiya International Ltd.**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Bhartiya International Ltd. ('the Company'), which comprise the balance sheet as at 31st March, 2018, the statement of profit and loss (including other comprehensive income), the cash flow statement and statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income, cash flows and changes in equity) of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including IND AS specified under section 133 of the Act, of the state of affairs of the Company as at 31st March, 2018 and its profit (including other comprehensive income), its cash flows and statement of changes in equity for the year ended on that date.

Other Matter

The audited standalone financial statement for the year ended 31st March, 2017, was carried out and reported by Sushil Poddar & co., vide their unmodified audit report dated 29th May, 2017, whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit of the standalone financial statements. Our audit report is not qualified 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 the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone financial statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS as specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March,2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March,2018 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 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii) The company has made provision as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv) The disclosure requirement relating to holding as well as dealing in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these standalone financial statement. Hence, reporting under this clause is not applicable.

for **K A S G & CO.**

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem. No. 075701

Gurugram, 30th May, 2018

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2018, we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The title deeds of immovable properties, as disclosed in Note 4 on fixed assets to the financial statements, are held in the name of the Company, except for a building acquired in earlier year having a carrying value of 18.50 Lacs as at 31st March, 2018.
- ii. The physical verification of inventory excluding stocks with third parties and in transit has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. According to information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, duty of customs, service tax, duty of excise, GST, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

(b) Following are the amounts which are disputed and not paid by the Company:

Nature of Demand	Amount in Rs	Period to which the Amount Relates	Forum where appeal has been filed
Karnataka VAT	56,59,787	F.Y 2009-2010 & 2010-2011	Karnataka Appellate Tribunal, Bengaluru
Tamil Nadu VAT	5,25,21,621	F.Y 2010-11, 2011-12, 2012-13 & 2013-14	Departmental Authorities

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, money raised by way of term loans have been applied for the purposes for which they were obtained.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, 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 Act, Where applicable, and the requisite details have been disclosed in the financial statement etc., as required by the applicable Ind As.
- xiv. The Company has complied with the provisions of Section 42 of the Companies Act, 2013 in respect of the allotment of shares/warrants and moneys raised by way of allotment of shares/warrants have been applied for the purposes for which they were obtained.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

for **K A S G & CO.**

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem. No. 075701

Gurugram, 30th May, 2018

ANNEXURE - B TO THE AUDITORS' REPORT

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 Bhartiya International Ltd. ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **K A S G & CO.**

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem. No. 075701

Gurugram, 30th May, 2018

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	Amount in Rs.		
		As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I Assets				
1 Non - Current Assets				
(a) Property, Plant and Equipment	4	796,490,847	742,264,808	568,672,637
(b) Capital Work-in-Progress	4.1	201,868,609	60,410,337	78,492,129
(c) Investment Property	5	56,810,885	57,901,551	58,992,217
(d) Intangible Assets	6	15,817,329	17,940,088	5,777,741
(e) Intangible Assets under Development	6.1	2,335,050	-	13,180,000
(f) Investments in Subsidiaries, Associate and Joint Venture	7	657,608,353	657,608,353	605,339,593
(g) Financial Assets				
(i) Investments	8	1,021	21,126,319	817
(ii) Loans	9	6,913,843	9,944,529	51,064,775
(iii) Other financial Assets	10	7,568,736	7,568,736	7,028,112
(h) Deferred Tax Assets (Net)		-	1,458,699	4,432,270
(i) Other Non-Current Assets	11	71,020,572	69,516,183	76,166,606
2 Current Assets				
(a) Inventories	12	3,270,857,403	2,647,289,259	2,364,760,842
(b) Financial Assets				
(i) Investments	13	59,888,905	35,173,569	1
(ii) Trade Receivables	14	959,043,451	576,234,687	574,449,078
(iii) Cash and Cash Equivalents	15	56,514,558	224,180,616	41,434,856
(iv) Bank Balances other than Cash & Cash Equivalents	16	64,781,577	77,679,420	92,350,790
(v) Loans	17	34,029,263	15,744,260	17,231,112
(vi) Others Financial Assets	18	465,368,374	214,542,080	247,189,389
(c) Current Tax Assets (Net)		4,973,665	35,468,609	35,533,830
(d) Other Current Assets	19	224,580,703	179,999,097	168,722,143
TOTAL ASSETS		6,956,473,144	5,652,051,200	5,010,818,938
II Equity and Liabilities				
1 Equity				
(a) Equity Share Capital	20	121,812,540	117,409,450	117,138,480
(b) Other Equity	21	2,421,121,865	2,262,433,684	1,950,997,936
2 Liabilities				
Non - current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	22	371,172,458	305,402,875	341,608,725
(ii) Other Financial Liabilities	23	14,052,791	13,001,189	11,839,207
(b) Provisions	24	8,629,164	5,761,211	5,426,150
(c) Other Non-Current Liabilities	25	3,789,170	2,075,808	3,192,370
(d) Deferred Tax Liabilities (Net)	26	68,538,521	67,633,502	75,282,042
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	27	2,823,515,322	2,219,893,778	1,810,107,941
(ii) Trade Payables	28	832,803,324	431,557,839	389,900,666
(iii) Other Financial Liabilities	29	185,338,203	167,662,448	227,352,426
(b) Provisions	30	22,008,270	9,212,525	8,387,591
(c) Other Current Liabilities (Net)	31	73,222,568	16,093,611	15,677,003
(d) Current Tax Liabilities (Net)		10,468,948	33,913,280	53,908,401
Total of Equity and Liabilities		6,956,473,144	5,652,051,200	5,010,818,938

Significant Accounting Policies 3

The accompanying notes are an integral part of the financial Statements

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**For and on behalf of the Board****R.B.Sharma**Partner
Mem.No. 075701

Gurugram, 30th May,2018

Shilpa Budhia

Company Secretary

Manoj Khattar

Chief Financial Officer

Sandeep SethDirector
DIN: 01408624**Ramesh Bhatia**Director
DIN: 0052320

**STANDALONE STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Note No.	Amount in Rs.	
		Year Ended 31st March, 2018	Year Ended 31st March, 2017
INCOME			
Revenue from Operations	32	5,182,596,658	4,725,474,731
Other Income	33	52,611,883	57,114,020
Total Income		<u>5,235,208,541</u>	<u>4,782,588,751</u>
EXPENSES			
Cost of material consumed	34	2,452,822,831	2,008,916,425
Purchases of Stock-in-Trade		706,259,084	876,375,199
Change in Inventories of Finished Goods	35	(204,134,737)	(98,009,164)
Employee Benefits Expense	36	346,104,702	331,711,806
Finance Costs (Interest)	37	172,270,519	134,173,667
Depreciation and Amortisation Expense	38	62,879,427	45,908,796
Other expenses	39	1,494,903,525	1,290,180,930
Total Expenses		<u>5,031,105,351</u>	<u>4,589,257,659</u>
Profit / (Loss) Before Tax for the Year		204,103,190	193,331,092
Tax Expenses	40		
i Current Tax		70,731,520	72,756,381
ii Deferred Tax		2,062,237	(4,235,868)
Profit / (Loss) for the year		<u>131,309,433</u>	<u>124,810,579</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Re-measurements of the defined benefit plans		871,131	(1,268,791)
Income Tax relating to above items		(301,481)	439,103.19
Total Comprehensive Income for the Year		<u>131,879,083</u>	<u>123,980,891</u>
Earnings Per Equity Share of Face Value			
Basic (in Rs.)		10.87	10.65
Diluted (in Rs.)		10.76	10.58
Significant Accounting Policies	3		
The accompanying notes are an integral part of the financial statements			

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A Equity Share Capital

Particulars	Notes	Amount in Rs.
Balance as at 1st April, 2016		117,138,480
Change in Equity Share Capital during the Year 2016-17	20.1	270,970
Balance as at 31st March, 2017		117,409,450
Change in Equity Share Capital during the Year 2017-18	20.1	4,403,090
Balance as at 31st March, 2018		121,812,540

B Other Equity (Refer Note 21)

Particulars	Share Application Money Pending Allotment	Money Received against Share Warrants	Securities Premium Reserve	General Reserve	Retained Earnings	Employee Stock Options Outstanding	Preferential Share Warrant Forfeited	Other Comprehensive Income (defined benefit plan)	Total
Balance as at 1st April, 2016	-	105,000,000	506,165,000	259,851,233	1,049,548,733	22,775,346	8,500,000	(842,376)	1,950,997,936
Profit for the year	-	-	-	-	124,810,579	-	-	-	124,810,579
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(829,688)	(829,688)
Securities premium on issue of share	-	-	12,657,280	-	-	-	-	-	12,657,280
Employee Stock option reserve for the year	-	-	-	-	-	23,289,192	-	-	23,289,192
Share Application Money received during the year	180,000,000	-	-	-	-	-	-	-	180,000,000
Dividend & Dividends Distribution Tax	-	-	-	-	(16,918,214)	-	-	-	(16,918,214)
Transfer to Security premium on issue of share	-	-	-	-	-	(11,573,400)	-	-	(11,573,400)
Balance as at 31st March, 2017	180,000,000	105,000,000	518,822,280	279,851,233	1,137,441,097	34,491,138	8,500,000	(1,672,064)	2,262,433,684
Profit for the year	-	-	-	-	131,309,433	-	-	-	131,309,433
Other comprehensive income for the year	-	-	-	-	-	-	-	569,650	569,650
Securities premium on issue of share	-	-	254,915,285	-	-	-	-	-	254,915,285
Employee Stock option reserve for the year	-	-	-	-	-	7,492,595	-	-	7,492,595
Transfer to Security premium on issue of share	-	-	-	-	-	(17,302,925)	-	-	(17,302,925)
Equity share issued during the year	(180,000,000)	(60,000,000)	-	-	-	-	-	-	(240,000,000)
Dividend & Dividends Distribution Tax	-	-	-	-	(17,370,857)	-	-	-	(17,370,857)
Preference Share warrants Forfeited	-	(45,000,000)	-	-	-	-	45,000,000	-	-
Preference Share warrants Issued During the Year	-	39,075,000	-	-	-	-	-	-	39,075,000
Transfer from Retained Earning	-	-	-	20,000,000	-	-	-	-	20,000,000
Transfer to General reserve	-	-	-	-	(20,000,000)	-	-	-	(20,000,000)
Balance as at 31st March, 2018	-	39,075,000	773,737,565	299,851,233	1,231,379,673	24,680,808	53,500,000	(1,102,414)	2,421,121,865

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) Before Tax as per Statement of Profit and Loss	204,103,190	193,331,092
Adjustment for :		
Finance Cost	172,270,519	134,173,667
Depreciation and Amortisation Expenses	62,879,427	45,673,846
Loss/(Profit) on Sale of Fixed Assets (Net)	478,384	(7,648,679)
Loss/(Profit) on Sale of Investments (Net)	(12,106,494)	(65,199)
Rental Income	(25,584,445)	(26,661,862)
Dividend Income	(697,834)	(101,073)
Interest Income	(7,413,604)	(15,515,830)
Government Grant Income	(132,967)	-
Provision for Employee Stock Option Benefits	7,492,596	23,289,192
Net Loss/(Gain) on Investment Fair Value through Profit and Loss	(4,921,813)	(7,097,885)
Operating profit/(loss) before working capital changes	<u>396,366,959</u>	<u>339,377,269</u>
Movements in working capital:		
Increase/ (Decrease) in Trade Payables	401,245,485	41,657,174
Increase/ (decrease) in Other Financial Liabilities	20,639,214	(50,333,344)
Increase/ (decrease) in Other Liabilities	55,864,206	(699,953)
Increase/ (decrease) in Provisions	16,534,829	(108,796)
Decrease/ (increase) in Inventories	(623,568,144)	(282,528,417)
Decrease/ (Increase) Trade Receivables	(382,808,764)	(1,785,609)
Decrease/ (Increase) in Non-Current Loan	(15,254,320)	42,607,098
Decrease/ (Increase) in Other Current Financial Assets	(250,826,294)	32,647,309
Decrease/ (Increase) in Other Current Assets	(44,581,607)	(11,276,954)
Decrease/ (Increase) in Other Non-Current Assets	1,223,786	398,442
Decrease/ (Increase) in Other Non-Current Financial Assets	-	(540,624)
Cash (Used in) / Generated from Operations	<u>(425,164,649)</u>	<u>109,413,595</u>
Income tax paid (Net)	(63,680,908)	(92,686,280)
Net Cash (used in)/ Generated from Operating Activities - (A)	<u>(488,845,557)</u>	<u>16,727,315</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(255,597,350)	(204,578,607)
Capital Advance/Capital Creditors (Net)	(5,691,633)	(3,104,654)
Proceeds From Sale of Fixed Assets	544,684	13,151,381
Proceeds From Sale of Current Investments(Net)	13,438,269	(101,404,747)
Dividend Income on Current Investments	697,834	101,073
Security Deposit	1,051,602	1,161,982
Rental Income	25,584,445	26,661,862
Interest Income	7,413,604	15,515,830
Fixed Deposit with Bank	12,897,843	14,671,370
Net cash from/ (used in) Investing Activities - (B)	<u>(199,660,702)</u>	<u>(237,824,510)</u>

STANDALONE STATEMENT OF CASH FLOW (CONTD.)

Amount in Rs.

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Long-Term Borrowings (Net)	65,769,583	(36,205,850)
Proceeds from Short-Term Borrowings (Net)	603,621,545	409,785,836
Money Received against Share Warrant / Share Application	39,075,000	180,000,000
Share Capital including Securities Premium	2,015,450	1,354,850
Interest and Processing Fees Paid (Net)	(172,270,519)	(134,173,667)
Dividend Paid (Including Dividend Tax)	(17,370,857)	(16,918,214)
Net cash from/ (used in) financing activities - (C)	<u>520,840,202</u>	<u>403,842,955</u>
Net increase / (Decrease) in cash and Cash Equivalents - (A+B+C)	<u>(167,666,058)</u>	<u>182,745,760</u>
Cash and Cash Equivalents as at beginning of the Year	224,180,616	41,434,856
Cash and Cash Equivalents as at the end of the year	<u>56,514,558</u>	<u>224,180,616</u>
Components of Cash and Cash Equivalents:		
Cash on in Hand	1,466,314	1,572,718
Balances with scheduled banks:		
In Current Accounts	<u>55,048,244</u>	<u>222,607,898</u>
Cash and Cash Equivalents in Cash Flow Statement	<u>56,514,558</u>	<u>224,180,616</u>

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem.No. 075701
Gurugram, 30th May,2018

Shilpa Budhia
Company Secretary

Manoj Khattar
Chief Financial Officer

Sandeep Seth
Director
DIN: 01408624

Ramesh Bhatia
Director
DIN: 0052320

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Company') is a Public Ltd. Company with domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on leading stock exchange in India. The Company has its registered office at Chennai and its corporate office at Gurugram, Haryana. The Company is in the business of manufacturing and trading of leather products & textile products.

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

These financial statements for the Year Ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the Year Ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

The Company has applied for the one time transition exemption of considering the carrying cost of the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS, hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

3.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

3.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Company amortizes computer software using the straight-line method over the period of 3 years.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.4 Lease

Operating Lease

As a Lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.5 Investment In Subsidiaries and Associates

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries and joint ventures at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2016.

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

3.6 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

3.7 Cash & Cash Equivalent

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on in hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

3.8 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.9 Financial instruments

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

Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

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

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

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 generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments:

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

3.10 Provision and Contingent Liabilities

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

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

3.11 Revenue Recognition

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other operating revenue - Export Incentives

"Export Incentives under various schemes are accounted in the year of export.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Interest Income

Interest income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

3.12 Foreign Currency Translation

The Company's financial statements are presented in Indian currency, which is also the company's functional currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.13 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.14 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.15 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

3.16 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

3.17 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

3.18 Critical Estimates and Judgements -

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

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

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of depreciable assets
- Provision and contingent liability
- Carry value of investment in subsidiary and associates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Amount in Rs.									
	LAND			OTHER THAN LAND						Total
	Freehold	Lease hold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount										
Cost as at 1st April, 2016	22,324,670	-	327,654,122	164,980,606	15,796,270	12,543,734	18,853,518	6,519,717	568,672,637	
Addition	-	-	27,486,364	172,194,928	5,001,624	1,693,568	7,454,028	7,152,105	220,982,617	
Disposal	-	-	2,372,360	2,627,931	-	252,361	83,547	166,503	5,502,702	
Balance as at 31st March, 2017	22,324,670	-	352,768,126	334,547,603	20,797,894	13,984,941	26,223,999	13,505,319	784,152,552	
Addition	-	-	3,141,673	86,533,585	2,948,889	9,489,370	3,813,101	4,031,720	109,958,338	
Disposal	-	-	-	186,636	-	3,239,753	-	-	3,426,389	
Balance as at 31st March, 2018	22,324,670	-	355,909,799	420,894,552	23,746,783	20,234,558	30,037,100	17,537,039	890,684,501	
Accumulated Depreciation										
Balance as at 1st April, 2016	-	-	-	-	-	-	-	-	-	
Addition	-	-	11,475,010	16,923,906	2,931,752	2,656,897	4,188,102	3,712,077	41,887,744	
Disposal	-	-	-	-	-	-	-	-	-	
Balance as at 31st March, 2017	-	-	11,475,010	16,923,906	2,931,752	2,656,897	4,188,102	3,712,077	41,887,744	
Addition	-	-	11,797,820	27,673,719	2,890,525	2,821,881	4,472,499	5,052,787	54,709,231	
Disposal	-	-	-	25,405	-	2,377,916	-	-	2,403,321	
Balance as at 31st March, 2018	-	-	23,272,830	44,572,220	5,822,277	3,100,862	8,660,601	8,764,864	94,193,654	
Net Carrying Amount										
Balance as at 1st April, 2016	22,324,670	-	327,654,122	164,980,606	15,796,270	12,543,734	18,853,518	6,519,717	568,672,637	
Balance as at 31st March, 2017	22,324,670	-	341,293,116	317,623,697	17,866,142	11,328,044	22,035,897	9,793,242	742,264,808	
Balance as at 31st March, 2018	22,324,670	-	332,636,969	376,322,332	17,924,506	17,133,696	21,376,499	8,772,175	796,490,847	

4.1 Capital Work in Progress

1st April, 2016	78,492,129
31st March, 2017	60,410,337
31st March, 2018	201,868,609

4.2 Building includes Rs. 18,50,000/- (previous year Rs. 18,50,000/-) acquired in an earlier year, are pending registration in the name of company.

4.3 The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016. The movement in carrying value of property, plant and equipment as per IGAAP is mentioned below :-

Particulars	LAND			Other than Land						Total
	Freehold	Lease hold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount										
Cost as at 1st April, 2016	22,324,670	-	385,834,281	228,088,449	27,426,924	29,749,035	29,862,729	16,124,758	739,410,846	
Addition	-	-	27,486,364	172,194,928	5,001,624	1,693,568	7,454,028	7,152,105	220,982,617	
Disposal	-	-	3,845,001	4,429,075	-	584,637	132,995	1,615,117	10,606,825	
Balance as at 31st March, 2017	22,324,670	-	409,475,644	395,854,302	32,428,548	30,857,966	37,183,762	21,661,746	949,786,638	
Addition	-	-	3,141,673	86,533,585	2,948,889	9,489,370	3,813,101	4,031,720	109,958,338	
Disposal	-	-	-	186,636	-	3,239,753	-	-	3,426,389	
Balance as at 31st March, 2018	22,324,670	-	412,617,317	482,201,251	35,377,437	37,107,583	40,996,863	25,693,466	1,056,318,587	
Accumulated Depreciation										
Balance as at 1st April, 2016	-	-	58,180,158	63,107,843	11,630,654	17,205,302	11,009,211	9,605,041	170,738,209	
Addition	-	-	11,475,010	16,923,906	2,931,752	2,656,897	4,188,102	3,712,077	41,887,744	
Disposal	-	-	1,472,641	1,801,144	-	332,276	49,448	1,448,614	5,104,123	
Balance as at 31st March, 2017	-	-	68,182,527	78,230,605	14,562,406	19,529,923	15,147,865	11,868,504	207,521,830	
Addition	-	-	11,797,820	27,673,719	2,890,525	2,821,881	4,472,499	5,052,787	54,709,231	
Disposal	-	-	-	25,405	-	2,377,916	-	-	2,403,321	
Balance as at 31st March, 2018	-	-	79,980,347	105,878,919	17,452,931	19,973,888	19,620,364	16,921,291	259,827,740	
Net Carrying Amount										
Balance as at 1st April, 2016	22,324,670	-	327,654,123	164,980,606	15,796,270	12,543,733	18,853,518	6,519,717	568,672,637	
Balance as at 31st March, 2017	22,324,670	-	341,293,117	317,623,697	17,866,142	11,328,043	22,035,897	9,793,242	742,264,808	
Balance as at 31st March, 2018	22,324,670	-	332,636,970	376,322,332	17,924,506	17,133,695	21,376,499	8,772,175	796,490,847	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

5. INVESTMENT PROPERTIES

Particulars	Amount in Rs. Amount
Gross Carrying Amount	
Cost as at 1st April,2016	58,992,217
Addition	
Disposal	
Balance as at 31st March,2017	58,992,217
Addition	
Disposal	
Balance as at 31st March,2018	58,992,217
Accumulated Depreciation	
Balance as at 1 st April,2016	
Addition	1,090,666
Disposal	
Balance as at 31st March,2017	1,090,666
Addition	1,090,666
Disposal	
Balance as at 31st March,2018	2,181,332
Net Carrying Amount	
Balance as at 1 st April,2016	58,992,217
Balance as at 31st March,2017	57,901,551
Balance as at 31st March,2018	56,810,885
Fair Value	
As at 1 st April,2016	274,902,000
As at 31st March,2017	268,902,000
As at 31st March,2018	274,902,000

5.1 Particulars	Year Ended 31st March,2018	Year Ended 31st March,2017
Rental Income derived from Investment Properties	23,104,800	23,104,800
Direct Operating Expenses (including Repairs and Maintenance)	-	-
Generating Rental Income		
Income arising from Investment Properties before Depreciation	23,104,800	23,104,800
Depreciation	1,090,666	1,090,666
Income from Investment Properties (Net)	22,014,134	22,014,134

5.2 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

6. INTANGIBLE ASSETS

Particulars	Amount in Rs.	
	Computer Software	Total
Gross Carrying Amount		
Cost as at 1st April,2016	5,777,741	5,777,741
Addition	14,857,782	14,857,782
Disposal	-	-
Balance as at 31st March,2017	20,635,523	20,635,523
Addition	4,956,770	4,956,770
Disposal		
Balance as at 31st March,2018	25,592,293	25,592,293
Accumulated Depreciation		
Balance as at 1 st April,2016	-	-
Addition	2,695,435	2,695,435
Disposal		
Balance as at 31st March,2017	2,695,435	2,695,435
Addition	7,079,529	7,079,529
Disposal	-	-
Balance as at 31st March,2018	9,774,964	9,774,964
Net Carrying Amount		
Balance as at 1 st April,2016	5,777,741	5,777,741
Balance as at 31st March,2017	17,940,088	17,940,088
Balance as at 31st March,2018	15,817,329	15,817,329

6.1 Intangible Assets under Development

1st April,2016	-	13,180,000
31st March,2017	-	-
31st March,2018	-	2,335,050

6.2 The Company has elected to measure all its intangibles at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016. The movement in carrying value of intangible asset as per IGAAP is mentioned below:

Particulars	Computer Software	Total
Gross Carrying Amount		
Cost as at 1st April,2016	12,451,838	12,451,838
Addition	14,857,782	14,857,782
Disposal	-	-
Balance as at 31st March,2017	27,309,620	27,309,620
Addition	4,956,770	4,956,770
Disposal	-	-
Balance as at 31st March,2018	32,266,390	32,266,390
Accumulated Depreciation		
Balance as at 1 st April,2016	6,674,097	6,674,097
Addition	2,695,435	2,695,435
Disposal	-	-
Balance as at 31st March,2017	9,369,532	9,369,532
Addition	7,079,529	7,079,529
Disposal	-	-
Balance as at 31st March,2018	16,449,061	16,449,061
Net Carrying Amount		
Balance as at 1 st April,2016	5,777,741	5,777,741
Balance as at 31st March,2017	17,940,088	17,940,088
Balance as at 31st March,2018	15,817,329	15,817,329

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

7. INVESTMENT IN SUBSIDIARIES AND ASSOCIATE

Particulars	Amount in Rs.					
	As on 31st March, 2018		As on 31st March, 2017		As on 1st April, 2016	
	Shares (Nos)	Amount (Rs.)	Shares (Nos)	Amount (Rs.)	Shares (Nos)	Amount (Rs.)
A INVESTMENTS IN SUBSIDIARIES						
i. Equity Instrument at cost (Unquoted)						
Equity share of Rs. 10/- each, fully paid in Bhartiya Global Marketing Ltd.	4,999,020	49,990,200	4,999,020	49,990,200	4,999,020	49,990,200
Equity Shares of Rs. 10/- each, fully paid in Bhartiya International SEZ Ltd.	12,069,230	120,692,300	12,069,230	120,692,300	12,069,230	120,692,300
Equity Shares of Rs. 10/- each, fully paid in Bhartiya Fashion Retail Ltd.	500,000	5,000,000	500,000	5,000,000	50,000	500,000
Equity Shares of Rs. 10/- each, fully paid in Bhartiya Urban Infrastructure Ltd.	50,000	500,000	50,000	500,000	50,000	500,000
Equity Shares in Ultima S.A. Switzerland (having par value of SFR 1,000/-)	1,000	33,785,508	1,000	33,785,508	1,000	33,785,508
Equity Shares in World Fashion Trade Ltd. (having par value of \$ 1/-)	709,000	47,813,540	709,000	47,813,540	1,000	44,780
Total (A)		<u>257,781,548</u>		<u>257,781,548</u>		<u>205,512,788</u>
B INVESTMENTS IN ASSOCIATES						
i. Equity Instrument at Cost (Unquoted)						
1 Equity Shares of Rs. 10 each, fully paid in Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd.	-	-	15,996,865	399,960,000	11,200,000	280,000,000
2 Equity Shares of Rs. 10 each, fully paid in Bhartiya City Developers Pvt. Ltd.	34,393,260	399,960,000	-	-	-	-
3 Equity Shares of Rs. 10 each, fully paid in Tada Mega Leather Cluster Pvt. Ltd.	5,000	50,000	5,000	50,000	5,000	50,000
		<u>400,010,000</u>		400,010,000		280,050,000
ii) In Preference Shares at Cost (Unquoted)						
1 Compulsory Convertible Preference Shares of Rs 10 each, fully paid in Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd.	-	-	-	-	4,796,865	119,960,000
Total (B)		<u>400,010,000</u>		<u>400,010,000</u>		<u>400,010,000</u>
Total (A+B)		<u>657,791,548</u>		<u>657,791,548</u>		<u>605,522,788</u>
Aggregate amount of unquoted Investments before impairment		<u>657,791,548</u>		<u>657,791,548</u>		<u>605,522,788</u>
Less: Provision for diminution in Value of Investment		183,195		183,195		183,195
Aggregate amount of unquoted Investments after impairment		<u>657,608,353</u>		<u>657,608,353</u>		<u>605,339,593</u>

7.1 The Company had invested in the Equity Shares of Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd. (face value of Rs. 10/- each). During the year Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd. merged with Bhartiya City Developers Pvt. Ltd. and in lieu of this, the Company received 2.15 Equity Shares (face value of Rs 10 each) of Bhartiya City Developers Pvt. Ltd. for every one Equity Share held in Bhartiya Urban Infrastructure & Land Development Co. Pvt. Ltd.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

8. NON-CURRENT INVESTMENTS

Particulars	Amount in Rs.					
	As on 31st March, 2018		As on 31st March, 2017		As on 1st April, 2016	
	Units (No.)	Amount (Rs.)	Units (No.)	Amount (Rs.)	Units (No.)	Amount (Rs.)
A Investments in Mutual Funds (Unquoted)						
At Fair value through Profit and loss						
i) Reliance ETF Liquid BeES	1.021	1,021	0.982	982	0.817	817
ii) Birla Sun Life Equity Fund -Growth	-	-	16,698	10,836,770	-	-
iii) SBI Blue Chip Fund - Direct Plan - Growth	-	-	295,753	10,288,567	-	-
	-	<u>1,021</u>	-	<u>21,126,319</u>	-	<u>817</u>
Aggregate amount of unquoted Investments	-	1,021	-	21,126,319	-	817
Aggregate amount of impairment in value of unquoted Investments	-	-	-	-	-	-

9. NON-CURRENT LOAN

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(Unsecured & Considered Good)			
(a) Security and Other Deposits	3,413,024	3,033,134	1,319,423
(b) Loans / Advances to Related Parties (refer note no. 55)	-	2,823,575	49,745,352
(c) Loan to Employee	3,500,820	4,087,820	-
TOTAL	<u>6,913,843</u>	<u>9,944,529</u>	<u>51,064,775</u>

10. OTHER NON CURRENT FINANCIAL ASSETS

(a) Other Advances	7,568,736	7,568,736	7,028,112
TOTAL	<u>7,568,736</u>	<u>7,568,736</u>	<u>7,028,112</u>

11. OTHER NON CURRENT ASSETS

(a) Capital Advances	7,647,233	4,919,058	11,171,039
(b) Security Deposits With Govt. Authorities	9,618,463	9,618,463	8,755,500
(c) Prepayment Lease Rent	53,754,876	54,978,662	56,240,067
TOTAL	<u>71,020,572</u>	<u>69,516,183</u>	<u>76,166,606</u>

12. INVENTORIES

(a) Raw Materials	2,509,918,407	2,124,038,380	1,887,474,289
(b) Raw Materials -In transit	11,462,591	10,014,822	14,644,628
(c) Stock-in-Progress	88,214,392	48,239,450	103,591,817
(d) Finished Goods	629,231,990	425,097,253	327,088,089
(e) Consumable store	32,030,023	39,899,354	31,962,019
TOTAL	<u>3,270,857,403</u>	<u>2,647,289,259</u>	<u>2,364,760,842</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**13. CURRENT INVESTMENTS**

Particulars	Amount in Rs.					
	As on 31st March, 2018		As on 31st March, 2017		As on 1st April, 2016	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
a) Investment In Equity Instrument (Quoted)						
At Fair value through Profit and Loss						
Alkyl Amines Chemicals Ltd.	4,579	2,720,155	4,579	2,071,540	-	-
Astra Microwave Products Ltd.	46,443	3,562,178	-	-	-	-
Chambel Fertilisers And Chemicals Ltd.	-	-	43,205	3,748,034	-	-
DCB Bank Ltd.	31,695	5,120,327	31,695	5,396,074	-	-
Firstsource Solutions Ltd.	-	-	69,753	2,908,700	-	-
Intellect Design Arena Ltd.	37,198	6,148,829	13,920	1,600,800	-	-
Karur Vysya Bank	6,387	641,574	-	-	-	-
Kirloskar Brothers Ltd.	7,496	2,329,007	-	-	-	-
Majesco Ltd.	5,627	2,763,701	-	-	-	-
Monte Carlo Fashions Ltd.	2,130	998,970	-	-	-	-
Navneet Education Ltd.	16,540	2,361,912	16,540	2,686,923	-	-
Persistent Systems Ltd.	3,400	2,359,770	-	-	-	-
Premier Explosives Ltd.	10,534	3,524,676	-	-	-	-
Power Mech Projects Ltd.	5,130	4,343,315	5,130	2,740,703	-	-
Praj Industries Ltd.	58,449	4,693,455	33,655	2,694,083	-	-
Pricol Ltd.	30,389	2,633,207	30,389	2,402,250	-	-
RPG Life Sciences Ltd.	8,729	3,332,732	3,346	1,500,514	-	-
Visaka Industries Ltd.	12,961	8,383,822	12,961	3,509,837	-	-
Voltamp Transformers Ltd.	3,724	3,971,274	3,724	3,914,110	-	-
		<u>59,888,904</u>		<u>35,173,568</u>		-
b) Investment In Equity Instrument (Unquoted)						
At Fair value through Profit and Loss						
i) Sai Rayalaseema Paper Mills Ltd.	31,792	1	31,792	1	31,792	1
		<u>1</u>		<u>1</u>		<u>1</u>
Total (A+B)		<u>59,888,905</u>		<u>35,173,569</u>		<u>1</u>
Aggregate amount of Quoted Investments		<u>59,888,904</u>		<u>35,173,568</u>		-
Market Value of quoted Investments		<u>59,888,904</u>		<u>35,173,568</u>		-
Aggregate amount of unquoted Investments		<u>1</u>		<u>1</u>		<u>1</u>

14. TRADE RECEIVABLES

Particulars	As at	As at	As at
	31st March, 2018	31st March, 2017	1st April, 2016
(Unsecured, considered good)			
(a) Trade Receivable	785,855,697	498,817,346	568,644,211
(b) Receivable from Related Parties	173,187,754	77,417,341	5,804,867
TOTAL	<u>959,043,451</u>	<u>576,234,687</u>	<u>574,449,078</u>

14.1 The Company has filed legal Suit for recovery of Rs. 6,162,337/- against one of its overseas customer. Management is confident of recovery of the same and hence has not made any provision for bad & doubtful debts against this.

15. CASH AND CASH EQUIVALENT

a) Balances with Banks			
In current accounts	55,048,244	222,607,898	37,990,977
b) Cash in on Hand	1,466,314	1,572,718	3,443,879
TOTAL	<u>56,514,558</u>	<u>224,180,616</u>	<u>41,434,856</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**16 BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS**

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Fixed Deposit with the bank	63,877,055	76,827,473	91,533,681
b) Unpaid dividend account	904,522	851,947	817,109
TOTAL	64,781,577	77,679,420	92,350,790

16.1 Fixed deposits of Rs. 63,877,055/- (previous year Rs 76,827,473/-) are pledged with the banks for various limits and facilities granted.

17 Current Loan

(Unsecured & Considered Good)

(a) Security and Other Deposits	6,313,297	4,333,596	6,414,565
(b) Loans / Advances to related parties (refer note no.55)	8,449,766	1,926,354	1,780,411
(c) Loan to employee	19,266,200	9,484,310	9,036,136
TOTAL	34,029,263	15,744,260	17,231,112

18 Other Current Financial Assets

a) Export incentive receivable	93,101,620	87,256,848	127,368,656
b) Insurance claim receivable	18,862,024	22,461,696	-
c) Vat/ GST Receivable	352,496,415	104,259,626	99,433,310
d) Other Advance	908,315	156,285	-
e) Derivatives-foreign exchange forward contract	-	407,625	20,387,423
TOTAL	465,368,374	214,542,080	247,189,389

18.1 The company's claim of drawback amounting to Rs. 33.63 lacs has been disputed by the commissioner of customs (exports) with the Joint secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

19. Other Current Assets

Particulars	As at		
	31st March, 2018	31st March, 2017	1st April, 2016
a) Advances with suppliers	207,703,654	152,900,780	152,302,345
b) Prepaid Expenses	14,566,907	24,534,108	14,010,314
c) Security Deposit with Govt. Authority	-	290,630	862,963
d) Other Advances	1,048,619	1,012,175	285,225
e) Prepayment lease rent	1,261,523	1,261,404	1,261,296
TOTAL	224,580,703	179,999,097	168,722,143

20. SHARE CAPITAL**Authorised Share Capital**

a) 20,000,000 (31st March,2017: 20,000,000 1st April,2016: 20,000,000) Equity Shares of Rs. 10/- each	200,000,000	200,000,000	200,000,000
b) 500,000 (31st March, 2017: 500,000 1st April,2016: 5,00,000) Preference Shares of Rs. 100/- each	50,000,000	50,000,000	50,000,000
	250,000,000	250,000,000	250,000,000

Issued, Subscribed & Paid up :

a) 12,181,254 (31st March,2017: 11,740,945 1st April,2016: 11,713,848) equity shares of Rs.10/- each fully paid Up.	121,812,540	117,409,450	117,138,480
	121,812,540	117,409,450	117,138,480

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:
Amount in Rs.

Particulars	As at	As at	As at	As at
	31st March, 2018	31st March, 2018	31st March, 2017	31st March, 2017
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Shares outstanding at the beginning of the year	11,740,945	117,409,450	11,713,848	117,138,480
Shares Issued during the year	440,309	4,403,090	27,097	270,970
Shares outstanding at the end of the year	12,181,254	121,812,540	11,740,945	117,409,450

20.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at 31st	As at 31st	As at 31st	As at 31st	As at 1st	As at 1st
	March, 2018	March, 2018	March, 2017	March, 2017	April, 2016	April, 2016
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehdeep Aggarwal	1,143,362	9.39	1,143,362	9.74	1,143,362	9.76
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.21	1,000,000	8.52	1,000,000	8.54
(c) Bhartiya Global Ventures Pvt. Ltd.	1,850,000	15.19	1,850,000	15.76	1,850,000	15.79
(d) Spirit Impex Pvt Ltd.	-	-	685,000	5.83	1,200,000	10.24
(e) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.60	681,926	5.81	681,926	5.82
(f) Timf Holdings	706,474	5.80	-	-	-	-
(g) Morgan Stanley Asia (Singapore) PTE	-	-	-	-	745,315	6.36
(h) Superfine Carpets Pvt. Ltd.	1,236,684	10.15	613,533	5.23	-	-

20.3 Shares Reserved for Issue under Options

Particulars	As at	As at	As at
	31st March, 2018	31st March, 2017	1st April, 2016
	No. of Shares	No. of Shares	No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/-each, at an exercise price of Rs.50/- per share	93,004	115,329	164,650
b) Preferential Share warrant issued on 2nd January,2016 convertible into equity at a price of Rs.600/-	-	700,000	700,000
c) Preferential Share warrant issued on 14th April,2017 convertible into equity at a price of Rs.521/	300,000	-	-

20.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	31st March, 2018	31st March, 2017	31st March, 2016	31st March, 2015	31st March, 2014
Shares issued during the period of five Years immediately preceding the reporting date on exercise of option granted under the employee stock option Plan (ESOP) wherein part consideration was received in form of employee services.	40,309	27,097	-	-	-

20.5 The Company has only one class of equity shares having a par values of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

20.6 4,00,000 Equity Shares of Rs.10/- each at a premium of Rs.590/- each issued to non-promoters on conversion of preferential Share Warrants.

20.7 During the Year, the company has allotted 40,309 Equity share of Rs.10/- each fully paid to its employees under Employee Stock Option Plan (ESOP 2013).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

21 OTHER EQUITY

Particulars	Amount in Rs.									
	Share Application Money Pending Allotment	Money Received against Share Warrants	Securities Premium Reserve	General Reserve	Retained Earnings	Employee Stock Options Outstanding	Preferential share Warrant Forfeited	Comprehensive Income (defined benefit plan)	Other Income	Total
Balance as at 1st April, 2016	-	105,000,000	506,165,000	259,851,233	1,049,548,733	22,775,346	8,500,000	(842,376)	1,950,997,936	
Profit for the year	-	-	-	-	124,810,579	-	-	-	124,810,579	
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(829,688)	(829,688)	
Securities premium on issue of share	-	-	12,657,280	-	-	-	-	-	12,657,280	
Transfer from Retained Earning	-	-	-	20,000,000	-	-	-	-	20,000,000	
Transfer to General reserve	-	-	-	-	(20,000,000)	-	-	-	(20,000,000)	
Employee Stock option reserve for the year	-	-	-	-	-	23,289,192	-	-	23,289,192	
Share Application Money received during the year	180,000,000	-	-	-	-	-	-	-	180,000,000	
Dividends & Dividends Distribution Tax	-	-	-	-	(16,918,214)	-	-	-	(16,918,214)	
Transfer to Security premium on issue of share	-	-	-	-	-	(11,573,400)	-	-	(11,573,400)	
Balance as at 31st March, 2017	180,000,000	105,000,000	518,822,280	279,851,233	1,137,441,097	34,491,138	8,500,000	(1,672,064)	2,262,433,684	
Profit for the year	-	-	-	-	131,309,433	-	-	-	131,309,433	
Other comprehensive income for the year	-	-	-	-	-	-	-	569,650	569,650	
Securities premium on issue of share	-	-	254,915,285	-	-	-	-	-	254,915,285	
Transfer from Retained Earning	-	-	-	20,000,000	-	-	-	-	20,000,000	
Transfer to General reserve	-	-	-	-	(20,000,000)	-	-	-	(20,000,000)	
Employee Stock option reserve for the year	-	-	-	-	-	7,492,595	-	-	7,492,595	
Transfer to Security premium on issue of share	-	-	-	-	-	(17,302,925)	-	-	(17,302,925)	
Equity share issued during the year	(180,000,000)	(60,000,000)	-	-	-	-	-	-	(240,000,000)	
Dividend & Dividends Distribution Tax	-	-	-	-	(17,370,857)	-	-	-	(17,370,857)	
Preference Share warrants Forfeited	-	(45,000,000)	-	-	-	-	45,000,000	-	-	
Preference Share warrants Issued During the Year	-	39,075,000	-	-	-	-	-	-	39,075,000	
Balance as at 31st March, 2018	-	39,075,000	773,737,565	299,851,233	1,231,379,673	24,680,808	53,500,000	(1,102,414)	2,421,121,865	

21.1 The Company has allotted 300,000 warrants to non-promoter on 14 April, 2017 on preferential basis, convertible into equity share of Rs. 10/- each fully paid up. The holders of warrants have a right to apply one equity share of Rs. 10/- each at a premium of Rs. 5.11/- with in a period of 18 months from the date of allotment. Against this the company has received Rs. 130.25/- per warrant.

21.2 300,000 warrants issued to non-promoter on 2nd January, 2016 has been forfeited during the year due to non-exercise of option by the warrant holder within the time line of 18 months from the date of allotment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**22. NON-CURRENT BORROWING**

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured			
- Term Loans from Banks	364,155,732	304,793,374	339,751,555
- Vehicle Loans from Banks	7,016,726	609,501	1,857,170
TOTAL	<u>371,172,458</u>	<u>305,402,875</u>	<u>341,608,725</u>

Nature of security and terms of repayment for long term secured borrowings:

	Nature of Security	Terms of Repayment
22.1	Term Loans from HDFC Bank, balance outstanding amounting to Rs 485.33 lacs (31st March,2017 Rs. 647.11 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Instalment starting from December, 2016. Last instalment due in March, 2021. Rate of interest 10.20 % p.a. as at year end (previous year - 10.70%)
22.2	Term Loans from HDFC Bank, subsequent disbursement, balance outstanding amounting to Rs 110.52 lacs (31st March,2017 Rs. 147.36) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Instalment starting from December, 2016. Last instalment due in March, 2021. Rate of interest 10.20 % p.a. as at year end (previous year - 10.65%)
22.3	Term Loans from HDFC Bank, balance outstanding amounting to Rs 630 lacs (31st March,2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Instalment starting from November, 2017. Last Instalment due in August, 2022. Rate of Interest 9.1% p.a. as at year end (Previous Year Nil)
22.4	Term Loans from HDFC Bank, balance outstanding amounting to Rs 2346 lacs (31st March,2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Instalment starting from October, 2018. Last Instalment due in May, 2028. Rate of Interest 9.1 % p.a. as at year end (Previous Year Nil.)
22.5	Term Loans from HDFC Bank, balance outstanding amounting to Rs 231.65 lacs (31st March,2017 is Rs. Nil) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Instalment starting from February, 2018. Last Instalment due in August, 2022. Rate of Interest 9.1% p.a. as at year end (Previous Year Nil)
22.6	Term Loan from Axis Bank, balance outstanding amounting to Rs. 180 Lacs (31st March, 2017 Rs. 360 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bengaluru, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Instalment starting from September 2015. Last instalment due in June, 2019. Rate of interest 9.00 % p.a. as at year end (previous year - 10.30% p.a.)
22.7	Term Loan from Yes Bank, balance outstanding amounting to Rs. 500 Lacs (31st March, 2017 Rs. Nil) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Instalment starting from June, 2018. Last instalment due in March, 2023. Rate of interest 10.00 % p.a. as at year end (previous year - Nil.)
22.8	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
23. OTHER NON-CURRENT FINANCIAL LIABILITIES			
(a) Security Deposit with related parties	14,052,791	13,001,189	11,839,207
TOTAL	14,052,791	13,001,189	11,839,207
24. NON-CURRENT PROVISION			
(a) Provision for Employees benefit	8,629,164	5,761,211	5,426,150
TOTAL	8,629,164	5,761,211	5,426,150
25. OTHER NON-CURRENT LIABILITY			
(a) Government Grant	2,978,113	-	-
(b) Advance Lease Rent	811,057	2,075,808	3,192,370
TOTAL	3,789,170	2,075,808	3,192,370
26. DEFERRED TAX LIABILITIES			
a) Deferred tax Liabilities			
Related to Fixed Assets	68,538,521	67,633,502	75,282,042
TOTAL	68,538,521	67,633,502	75,282,042
27. CURRENT BORROWING			
Secured			
- Working Capital Loans From Banks	2,823,515,322	2,219,893,778	1,810,107,941
TOTAL	2,823,515,322	2,219,893,778	1,810,107,941
27.1	Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.		
28. TRADE PAYABLE			
(a) Payable	664,755,524	282,796,836	387,556,282
(b) Payable to related parties (refer note no 55)	168,047,800	148,761,003	2,344,384
TOTAL	832,803,324	431,557,839	389,900,666
28.1	The Company has not received information from vendors regarding their status under the Micro, Small and Medium enterprises Development Act , 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act have not been given.		
29. OTHER CURRENT FINANCIAL LIABILITIES			
(a) Current maturities of long -term debt	81,365,669	51,668,351	52,408,405
(b) Interest Accrued	9,180,919	6,946,199	9,182,721
(c) Unpaid dividend	732,263	851,948	817,109
(d) Due to employee	24,424,824	28,640,679	29,203,513
(e) Expenses payable	27,703,929	55,420,796	107,488,870
(f) Statutory Dues Payable	10,518,723	11,290,531	6,657,370
(g) Capital Creditors	8,641,069	11,604,527	20,961,162
(h) Other Payable	2,456,135	1,239,418	633,276
(i) Derivatives-foreign exchange forward contract	20,314,672	-	-
TOTAL	185,338,203	167,662,448	227,352,426

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Amount in Rs.		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
30. PROVISIONS			
(a) Provision for Employee benefits	<u>22,008,270</u>	9,212,525	8,387,591
TOTAL	<u>22,008,270</u>	<u>9,212,525</u>	<u>8,387,591</u>
31. OTHER CURRENT LIABILITIES			
(a) Advance from Customer	<u>71,957,817</u>	14,933,288	14,621,259
(b) Advance Lease Rent	<u>1,264,751</u>	1,160,322	1,055,744
TOTAL	<u>73,222,568</u>	<u>16,093,611</u>	<u>15,677,003</u>
32. REVENUE FROM OPERATIONS			
Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017	
Sales of products			
(a) Sales Manufactured goods	<u>4,059,517,551</u>	3,287,026,240	
(b) Stock-in-trade	<u>762,874,629</u>	945,237,113	
Other Operating Revenues			
(a) Export Incentives	<u>297,516,213</u>	322,887,642	
(b) Foreign Exchange Gain	<u>62,688,265</u>	170,323,736	
TOTAL	<u>5,182,596,658</u>	<u>4,725,474,731</u>	
33. OTHER INCOME			
(a) Interest Income from loan & advances	<u>7,413,604</u>	15,515,830	
(b) Dividend Income from current investment	<u>697,834</u>	101,073	
(c) Other non operating income			
- Profit on sale of Current Investments(Net)	<u>12,106,494</u>	65,199	
- Rental Income	<u>25,584,445</u>	26,661,862	
- Profit on Sale of Fixed Assets	-	7,648,679	
- Other Income	<u>1,887,694</u>	23,492	
- Net Gain on measurement of investment throughout Profit & loss Account	<u>4,921,813</u>	7,097,885	
TOTAL	<u>52,611,884</u>	<u>57,114,020</u>	
34 COST OF MATERIALS CONSUMED			
Opening Stock	<u>2,222,192,006</u>	2,037,672,753	
Add : Purchases	<u>2,870,995,637</u>	2,175,067,882	
	<u>5,093,187,643</u>	4,212,740,635	
Less : Closing Stock	<u>2,641,625,413</u>	2,222,192,006	
Add : Excise Duty	<u>1,260,601</u>	18,367,796	
TOTAL	<u>2,452,822,831</u>	<u>2,008,916,425</u>	
35. CHANGE IN INVENTORIES OF FINISHED GOODS			
(a) Opening Stock	<u>425,097,253</u>	327,088,089	
(b) Closing Stock	<u>629,231,990</u>	425,097,253	
Decrease/(Increase)	<u>(204,134,737)</u>	<u>(98,009,164)</u>	
36. EMPLOYEE BENEFIT EXPENSES			
(a) Salary & Allowances	<u>298,022,334</u>	274,709,579	
(b) Contribution to Provident & Other Fund	<u>23,161,862</u>	18,717,848	
(c) Staff Welfare Expenses	<u>17,427,910</u>	14,995,187	
(d) Employee Stock Option Plan	<u>7,492,596</u>	23,289,192	
TOTAL	<u>346,104,702</u>	<u>331,711,806</u>	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

37. FINANCE COST

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
(a) Interest Expense- Net	157,943,762	117,015,531
(b) Borrowing Cost	14,326,757	17,158,136
TOTAL	172,270,519	134,173,667

38. DEPRECIATION AND AMORTISATION

(a) Depreciation on Property Plant and Equipment	54,709,232	41,887,745
(b) Depreciation on Intangible Assets	7,079,529	2,695,435
(c) Depreciation on Investment Property	1,090,666	1,090,666
(d) Preliminary Expenses	-	234,950
TOTAL	62,879,427	45,908,796

39. OTHER EXPENSES

(I) Manufacturing Expenses

(a) Fabrication Charges	942,395,002	814,347,465
(b) Other Manufacturing Expenses	25,732,073	13,012,248
(c) Freight & Cartage	10,282,428	10,212,139

(II) Selling & Administrative Expenses

(a) Legal And Professional Charges	42,320,378	41,701,630
(b) Power & Fuel	17,149,233	15,318,543
(c) Bank Charges	32,310,343	29,333,406
(d) Repair & Maintenance		
- Building	1,322,423	2,152,301
- Plant & Machinery	6,582,831	4,558,043
- Others	23,818,304	14,511,791
(e) Communication	8,784,404	11,014,067
(f) Rates Taxes & Duties	1,837,244	3,556,099
(g) Insurance	5,286,598	3,871,919
(h) Rent	13,185,972	13,191,898
(i) Travelling & Conveyance	119,421,185	104,580,470
(j) Freight on Exports	56,100,839	41,757,436
(k) Commission, Brokerage & Discount	112,040,101	104,863,392
(l) Loss on Sale /Discard of Fixed Assets	478,384	1,120,646
(m) Misc. Expenses	42,802,822	31,627,677
(n) Expenditure towards CSR activities	1,325,500	675,254
(o) Directors Meeting Fees	119,611	92,222
(p) Packing Expenses	31,534,301	24,299,036
(q) Bad Debts	73,549	4,383,248
TOTAL	1,494,903,525	1,290,180,930

40. TAX EXPENSES

I) Current Tax

Current Tax on taxable income for the year	70,731,520	72,756,381
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II) Deferred Tax

Relating to origination and reversal of temporary differences	2,062,237	(4,235,868)
Income tax expenses reported in statement of profit and loss	72,793,757	68,520,513
Effective Income Tax Rate	35.67%	35.44%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

40.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	Amount in Rs.	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Accounting Profit Before Tax	204,103,190	193,331,092
Statutory Income Tax Rate (%)	34.608	34.608
Computed Tax Expenses	70,636,032	66,908,024
Tax In Respect of Earlier Years	4,975,960	5,056,381
Unabsorbed Capital Loss	1,458,699	-
Long Term Capital Gain Exempt for Taxation	(2,786,636)	(773,416)
Lower Tax on Capital Gain	(896,312)	(1,890,864)
Income Exempt From Taxation	(241,507)	(34,979)
Deduction Under Section 24 of Income Tax Act	(1,495,514)	(2,038,711)
Non-deductible Expenses for Tax Purpose	1,143,034	1,294,078
Income Tax Charge to Statement of Profit and Loss Account	72,793,757	68,520,513

40.2 Deferred Tax Assets /(Liability)

Opening Balance	(66,174,803)	(70,849,772)
Add: Difference in Books Value and Written Down Value as per Income Tax	(7,775,111)	(8,385,460)
Add: Effect of Unabsorbed Capital Loss	(1,458,699)	(2,973,571)
Add: Tax Income /(expense) on Other Timing Differences	6,870,092	16,034,000
Closing Balance	(68,538,521)	(66,174,803)

41. CONTINGENT LIABILITIES

Particulars	As at	
	31st March, 2018	31st March, 2017
i) Letter of Credit / Import Bills outstanding -	30,315,084	55,065,322
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	718,231,200	688,052,975
- World Fashion Trade Ltd.	22,806,000	22,699,250
iii) Bill Discounted with Bank	138,720,756	-
iii) Other Guarantee given by bank -with corporation Bank	4,467,345	4,061,849
iv) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia Srl & World Fashion Trade Ltd.	170,427,000	164,266,000
v) Karnataka VAT Demand Under dispute	5,659,787	5,659,787
vii) TN VAT demand under dispute	52,531,621	52,531,621

42. CAPITAL AND OTHER COMMITMENTS

i) Estimated value of contract remaining to be executed on capital Account and not provided for	2,044,641	8,139,832
ii) Commitments under import of capital goods at concessional rate of custom duty.	17,950,128	17,866,094

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	Year Ended	
	31st March, 2018	31st March, 2017
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident fund*	15,877,386	15,056,438
b) Employees State Insurance Corporation	259,287	7,130

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The Principal Assumptions used for the purposes of the Actuarial Valuations were as follows:

Principal Assumptions	Amount in Rs.	
	Gratuity	
	As at 31st March, 2018	As at 31st March, 2017
Expected Return on Plan Assets	7.88%	7.26%
Discount Rate	7.88%	7.26%
Salary Increase Rate	6.00%	6.00%
Employee Turnover	5.00%	5.00%
In Service Mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	Year Ended	Year Ended
	31st March, 2018	31st March, 2017
Current Services Cost	4,041,113	3,216,806
Net Interest Expenses	418,264	433,549
Past Services Cost	2,417,652	-
Components of Defined Benefit Costs Recognised In Profit or Loss	6,877,029	3,650,355
Re-measurement on the Net Defined Benefit Liability:		
Actuarial (Gains)/ Losses on Obligation for the Year	(1,222,756)	1,819,558
Return on Plan Assets	351,625	(550,767)
Net (Income)/Expenses for the Year Ended recognized in OCI	(871,131)	1,268,791

iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined

Present Value of defined benefit obligation	31,120,901	24,261,455
Fair Vale of Plan Asset	(22,491,737)	(18,500,244)
Net Liabilities arising from defined benefit obligation	8,629,164	5,761,211

iv) Movements in the present value of the defined benefit obligation are as follows:

Opening Defined Obligation	24,261,455	19,261,493
Interest Cost	1,761,382	1,538,993
Current Service Cost	4,041,113	3,216,806
Past Service Cost	2,417,652	-
Benefits Paid	(137,945)	(1,575,395)
Actuarial (Gains)/ Losses	(1,222,756)	1,819,558
Closing Defined Benefit Obligation	31,120,901	24,261,455

v) Movements in the Fair Value of the Plan Assets are as follows:

Opening fair Value of Plan assets *	18,500,244	13,835,343
Interest Income	1,343,118	1,105,444
Contribution by the Employee	3,000,000	3,008,690
Return on Plan Assets excluding Interest Income	(351,625)	550,767
Closing fair Value of Plan assets	22,491,737	18,500,244

*Fund managed by the approved insurance company Kotak Life Insurance

Investment with Insurer	100.00%	100.00%
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NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Amount in Rs.	
	Increase Effect	Decrease Effect
Effect of Increase/Decrease in discount rate by 1% on Defined Benefit Obligations	(1,986,625)	2,276,534
Effect of Increase/Decrease in salary escalation by 1% on Defined Benefit obligations	2,007,386	(1,813,723)
Effect of Increase/Decrease in employee turnover by 1% on Defined Benefit Obligations	241,789	(282,628)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2017 is as follows:

Effect of Increase/decrease in discount rate by 1% on Defined Benefit Obligations	(1,733,758)	2,002,149
Effect of Increase/decrease in salary escalation by 1% on Defined Benefit Obligations	2,007,382	(1,768,474)
Effect of Increase/decrease in employee turnover by 1% on Defined Benefit Obligations	65,803	(87,276)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

44. EARNING PER SHARE

Particulars	Year Ended	Year Ended
	31st March, 2018	31st March, 2017
Profit/(loss) for the year	131,879,083	123,980,891
No. of share at the beginning of the year (A)	11,740,945	11,713,848
Equity allotted during the year	440,309	27,097
Weighted average shares (B)	393,320	26,418
Weighted average shares outstanding (nos.) (A+B)	12,134,265	11,740,266
Effect of diluted number of share		
Add:- Employee stock option plan	50,596	96,485
Add:- Convertible preferential share warrant	72,123	175,000
Weighted average number of equity share for diluted earning per share	12,256,985	12,011,751
Basic earning per share	10.87	10.65
Diluted earning per share	10.76	10.58

45. OPERATING LEASE

(a) Assets taken on lease

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Not later than one year	100,000	1,300,000
Later than one year and not later than five years	400,000	400,000
Later than five years	3,500,000	3,600,000

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Not later than one year	25,235,280	25,235,280
Later than one year and not later than five years	15,497,640	40,732,920
Later than five years	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

46. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated 23rd September, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January, 2014	– 50,000 Stock Options.
On 16th September, 2015	– 1,55,800 Stock Options
On 31st December, 2015	– 8,850 Stock Options
On 3rd February, 2018	– 30,000 Stock Options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

The details of the ESOPs granted so far are provided below:

Amount in Rs.				
Grant Date		3rd February, 2018		
Vesting Tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting Date	3rd February, 2019	3rd February, 2020	3rd February, 2021	3rd February, 2022
Percentage Of Vesting	10.00	20.00	30.00	40.00
Exercise Price (In Rs.)	450.00	450.00	450.00	450.00
Grant date		31st December, 2015		
Vesting tranche	Vesting I	Vesting II	Vesting III	
Vesting date	31st December, 2016	31st December, 2017	31st December, 2018	
Percentage of vesting	33.00	33.00	34.00	
Exercise Price (in Rs.)	50.00	50.00	50.00	
Grant Date		16th September, 2015		
Vesting Tranche	Vesting I	Vesting II	Vesting III	
Vesting Date	16th September, 2016	16th September, 2017	16th September, 2018	
Percentage of Vesting	33.00	33.00	34.00	
Exercise Price (In Rs.)	50.00	50.00	50.00	
Grant Date		28th January, 2014		
Vesting Tranche	Vesting I	Vesting II		
Vesting Date	1st February, 2015	1st March, 2015		
Percentage of Vesting	50.00	50.00		
Exercise Price (In Rs.)	156.00	156.00		

The Company uses the fair value for determination of the employee stock compensation expense.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

The activity in the Employees Stock Option Plan during the Year Ended 31st March, 2018 is as under:

Particulars	Amount in Rs.	
	Year Ended	
	31st March, 2018	
Number of options outstanding at the beginning of the period	115,329	
Number of options granted during the year	30,000	
Number of options forfeited / lapsed during the year	12,016	
Number of options vested during the year	39,812	
Number of options exercised during the year	40,309	
Number of shares arising as a result of exercise of options	40,309	
Money realized by exercise of options (INR), if scheme is implemented directly by the company (Rs.)	20,15,450	
Loan repaid by the Trust during the year from exercise price received	NA	
Number of options outstanding at the end of the year	93,004	
Number of options exercisable at the end of the year	16,954	

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	16th September, 2015	31st December, 2015	3rd February, 2018
Weighted Average Share Price (Rs.)	468.70	521.15	463.55
Exercise Price (Rs.)	50.00	50.00	450.00
Expected Volatility (%)	29.24	33.10	25.71
Option Life (Comprising of Weighted Average Of Vesting Period and Exercise Period)	7 years	7 years	8 years
Expected Dividends (%)	0.21	0.19	0.26
Risk Free Rate of Return (%)	8.17	7.96	7.82

48. EVENT OCCURRING AFTER BALANCE SHEET DATE

The board of Directors has recommended Equity dividend of Rs.1.20/- per share (Previous year Rs.1.20/-) for the financial year 2017-18.

49. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at	
	31st March, 2018	31st March, 2017
(a) Gross amount required to be spent	4,551,172	3,878,848
(b) Amount spent:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	1,325,500	675,254
(c) Administrative expenses	-	-

50. SEGMENT REPORTING DISCLOSURE

The company primarily operates in the Fashion apparels and accessories segment. The Fashion apparels and accessories segment includes Leather products, Textiles products and intermediaries .

As defined in Ind AS 108, the chief operating decision maker (CODM), evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 "Operating Segments".

51. PAYMENT TO AUDITOR (INCLUDED IN LEGAL AND PROFESSIONAL CHARGES)

Audit Fees	1,000,000	1,000,000
Ltd. Review	375,000	375,000
Tax Audit	-	100,000
Reimbursement of Expenses	100,000	80,000
Certification	4,200	14,600

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

52. EXPENSES CAPITALISED DURING THE YEAR

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Particulars	Amount in Rs.	
	As at 31st March, 2018	As at 31st March, 2017
Salaries, Allowances and bonus	19,800,000	16,500,000
Legal and professional expenses	1,074,375	2,869,142
Finance cost	-	7,384,273

53. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following methods and assumptions were used to estimate the fair values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	As at 31st March, 2018			
	Carrying Amount	Level of Input Used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised cost				
Trade receivable	959,043,451	-	-	959,043,451
Cash & cash equivalents	56,514,558	-	-	56,514,558
Other bank balance	64,781,577	-	-	64,781,577
Loans	10,316,806	-	-	10,316,806
Other financial assets	472,937,110	-	-	472,937,110
At FVTPL				
Investments	59,889,927	59,889,927	-	-
Other financial assets	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Amount in Rs.			
	As at 31st March,2018			
	Carrying Amount	Level of Input Used in		
Level 1		Level 2	Level 3	
Financial Liabilities				
At Amortised Cost				
Borrowings	3,194,687,780	-	-	3,194,687,780
Trade Payables	832,803,324	-	-	832,803,324
Other Financial Liabilities	179,076,322	-	-	179,076,322
At FVTPL				
Other Financial Liabilities	20,314,672	-	20,314,672	-
Particulars				
As at 31st March,2017				
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	576,234,687	-	-	576,234,687
Cash & Cash Equivalents	224,180,616	-	-	224,180,616
Other Bank Balance	77,679,420	-	-	77,679,420
Loans	15,744,260	-	-	15,744,260
Other Financial Assets	214,134,455	-	-	214,134,455
At FVTPL				
Investments	35,173,570	35,173,570	-	-
Other Financial Assets	407,625	-	407,625	-
Financial Liabilities				
At Amortised Cost				
Borrowings	2,525,296,653	-	-	2,525,296,653
Trade Payables	431,557,839	-	-	431,557,839
Other Financial Liabilities	180,663,636	-	-	180,663,636
At FVTPL				
Other Financial Liabilities	-	-	-	-
Particulars				
As at 1st April,2016				
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	574,449,078	-	-	574,449,078
Cash & Cash Equivalents	41,434,856	-	-	41,434,856
Other Bank Balance	92,350,790	-	-	92,350,790
Loans	68,295,887	-	-	68,295,887
Other Financial Assets	233,830,078	-	-	233,830,078
At FVTPL				
Investments	818	818	-	-
Other Financial Assets	20,387,423	-	20,387,423	-
Financial Liabilities				
At Amortised Cost				
Borrowings	2,151,716,667	-	-	2,151,716,667
Trade Payables	389,900,666	-	-	389,900,666
Other Financial Liabilities	239,191,633	-	-	239,191,633
At FVTPL				
Other Financial Liabilities	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**54. RELATED PARTY DISCLOSURES AS PER IND AS 24**

a)	Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Subsidiary Companies :			
	Bhartiya Global Marketing Ltd.	India	100%
	J&J Leather Enterprises Ltd.	India	100%
	Bhartiya International SEZ Ltd	India	88.95%
	Bhartiya Fashion Retail Ltd.	India	100%
	Bhartiya Urban Infrastructure Ltd.	India	100%
	World Fashion Trade Ltd.	Mauritius	100%
	Ultima S.A.	Switzerland	100%
	Ultima Italia SRL	Italy	100%
	Design Industry Ltd.	Hong Kong	100%
	Design Industry China Ltd.	China	100%
ii) Associate Parties :			
	Bhartiya City Developers Pvt. Ltd.	India	36.77%
	Tada Mega Leather Cluster Pvt Ltd.	India	50%
iii) Executive Directors:			
	Snehdeep Aggarwal		Managing Director
	Jaspal Sethi		Whole Time Director
	A.K .Gadhok		Whole Time Director (Resigned from 18.04.2018)
iv) Non-Executive Directors			
	Ramesh Bhatia		Director
	C.L. Handa		Independent Director
	Sandeep Seth		Independent Director
	Shashank		Independent Director
	A. Sahasranaman		Independent Director
	Annapurna Dixit		Independent Director
	Sanjay Baweja		Independent Director (Resigned from 03.10.2017)
v) Enterprises owned or significantly influenced by Executive Directors or their relatives :			
	Itopia Management Services (India) Pvt. Ltd.		
	Parushni Interior Designs Pvt. Ltd.		
vi) Relatives of Executive Directors with whom transactions have taken place:			
	Kanwal Aggarwal		
	Arjun Aggarwal		
vii) Trust (Post Employment Benefit Plan)			
	Bhartiya International Ltd. Employees Group Gratuity Scheme		

Particulars	Amount in Rs.	
	2017-18	2016-17
b) Transactions during the year with Related Parties :		
1. Sales		
World Fashion Trade Ltd	30,030,480	24,270,742
Ultima S.A.	102,447,989	66,238,997
Ultima Italia SRL	-	433,094
Design Industry Ltd.	539,340,669	201,531,041

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	2017-18	2016-17
2. Purchase / Job Work		
Ultima Italia SRL	80,579	112,312
J & J Leather Enterprises Ltd	138,664,974	123,087,870
Ultima S.A.	18,558,023	-
Design Industry China Ltd.	1,135,089	3,328,978
3. Ticketing		
Itopia Management Services (India) Pvt. Ltd	8,791,849	22,543,748
4. Salaries		
Snehdeep Aggarwal	1,839,600	1,839,600
Jaspal Sethi	1,268,250	1,174,200
A.k.Gadhok	703,756	750,288
Arjun Aggarwal	-	275,000
5. Lease Rent / Rent Paid		
Bhartiya Global Marketing Ltd.	100,000	100,000
J & J Leather Enterprises Ltd	1,200,000	1,200,000
Kanwal Aggarwal	80,000	480,000
6. Commission Expenses		
Ultima Italia SRL	65,184,022	58,004,163
World Fashion Trade Ltd	-	27,104,169
7. Lease Rent Received		
Bhartiya City Developers Pvt Ltd	21,304,800	21,304,800
Parushni Interior Designs Pvt Ltd	1,800,000	1,800,000
8. Service Charges Paid		
Bhartiya International SEZ Ltd.	3,690,476	2,815,172
Bhartiya Fashion Retail Ltd.	6,000,000	1,675,000
9. Investment in Equity Shares		
World Fashion Trade Ltd.	-	47,768,760
10. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	150,000	-
11. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd	768,160	-
12. Sitting Fee		
Ramesh Bhatia	2,778	2,778
C.L. Handa	29,999	25,555
Sandeep Seth	32,777	25,555
Shashank	26,277	24,444
A. Sahasranaman	11,112	5,556
Annapurna Dixit	11,112	5,556
Sanjay Baweja	5,556	2,778
13. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	3,000,000	3,000,000

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	2017-18	2016-17
c) Balances Outstanding at the Year End:		
1. Loan Given		
Tada Mega Leather Cluster Pvt. Ltd.	-	2,823,575
2. Advance Paid		
Ultima S.A.	8,312,986	1,150,000
Bhartiya Fashion Retail Ltd.	136,780	738,694
Bhartiya City Developers Pvt. Ltd.	-	37,660
3. Advance with suppliers		
J & J Leather Enterprises Ltd.	6,491,111	6,548,129
Design Industry China Ltd.	11,330	1,965
4. Trade Receivable		
Designs Industry Ltd.	169,405,833	42,980,195
World Fashion Trade Ltd.	3,781,921	23,340,558
Ultima S. A.	-	11,096,588
5. Security Deposit (Paid)		
Bhartiya Global Marketing Ltd.	500,000	500,000
6. Trade Payables		
Bhartiya International SEZ. Ltd.	4,225,314	4,633,425
Ultima Italia SRL	156,721,467	113,628,693
World Fashion Trade Ltd.	7,101,019	30,498,885
7. Expenses/Others Payables		
Itopia Management Services (India) Pvt. Ltd.	506,032	1,757,848
Kanwal Aggarwal		36,000
8. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	15,978,600	15,978,600
Parushni Interior Designs Pvt. Ltd.	150,000	150,000
9. Advance for Supplies		
Ultima S.A.	59,714,748	-
10. Standby Letter of Credit (SBLC) Issued by Company Bankers		
World Fashion Trade Ltd.	22,806,000	22,699,250
Ultima S.A.	718,231,200	688,052,975
11. Corporate Guarantee given by Company		
World Fashion Trade Ltd., Ultima Italia Srl and Ultima S.A.	170,427,000	164,266,000

55. FIRST-TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the Year Ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

i) Deemed Cost for Property, Plant and Equipment and Intangible Assets

The Company has elected to measure all its property, plant and equipment and intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

ii) Investments in Subsidiaries and Associates

The Company has elected to measure its investments in subsidiaries and associates at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

- i) Reconciliation of Balance sheet as at 1st April, 2016 (Transition Date).
- ii) Reconciliation of Balance sheet as at 31st March, 2017.
- iii) Reconciliation of Total Comprehensive Income for the Year Ended 31st March, 2017.
- iv) Adjustments to Statement of Cash Flows.

55.1 The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

55.2 Reconciliation of Balance sheet as at 1st April, 2016

Particulars	Notes to First Time Adoption	Regrouped Previous GAAP	Ind AS Adjustment	Amount in Rs.
				As per Ind AS as at 1st April, 2016
I Assets				
1 Non - Current Assets				
(a) Property, Plant and Equipment	M,N	684,679,615	(116,006,978)	568,672,637
(b) Capital Work-in-Progress		78,492,129	-	78,492,129
(c) Investment Property	N	-	58,992,217	58,992,217
(d) Intangible Assets		5,777,741	-	5,777,741
(e) Intangible Assets under Development		13,180,000	-	13,180,000
(f) Investments in Subsidiaries, Associate, and Joint Venture		605,339,593	-	605,339,593
(g) Financial Assets				
(i) Investments	C	817	-	817
(ii) Loans	D	51,551,376	(486,601)	51,064,775
(iii) Other Financial Assets		7,028,112	-	7,028,112
(h) Deferred Tax Assets (Net)	P	-	4,432,270	4,432,270
(i) Other Non-Current Assets	M	19,926,540	56,240,066	76,166,606
2 Current Assets				
(a) Inventories		2,364,760,842	-	2,364,760,842
(b) Financial Assets				
(i) Investments	C	386,273	(386,272)	1
(ii) Trade Receivables		574,449,078	-	574,449,078
(iii) Cash and Cash Equivalents		41,434,856	-	41,434,856

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to First Time Adoption	Regrouped Previous GAAP	Amount in Rs.	
			Ind AS Adjustment	As per Ind AS as at 1st April, 2016
(iv) Bank Balances Other Than Cash & Cash Equivalents		92,350,790	-	92,350,790
(v) Loans		17,231,112	-	17,231,112
(vi) Others Financial Assets	G,J	150,765,886	96,423,503	247,189,389
(c) Current Tax Assets (Net)	P	-	35,533,830	35,533,830
(d) Other Current Assets	D	245,590,136	(76,867,993)	168,722,143
TOTAL ASSETS		<u>4,952,944,896</u>	<u>57,874,042</u>	<u>5,010,818,938</u>
II EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital		117,138,480	-	117,138,480
(b) Other Equity	O	1,864,714,866	86,283,070	1,950,997,936
2 LIABILITIES				
Non - Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A	342,232,419	(623,694)	341,608,725
(ii) Other Financial Liabilities	H	16,087,320	(4,248,113)	11,839,207
(b) Provisions	K	12,578,271	(7,152,121)	5,426,150
(c) Other Non-Current Liabilities	H	-	3,192,370	3,192,370
(d) Deferred Tax Liabilities (Net)	P	36,602,583	38,679,459	75,282,042
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		1,810,107,941	-	1,810,107,941
(ii) Trade Payables		389,900,666	-	389,900,666
(iii) Other Financial Liabilities		227,352,426	-	227,352,426
(b) Provisions	B	121,608,665	(113,221,074)	8,387,591
(c) Other Current Liabilities (Net)	H	14,621,259	1,055,744	15,677,003
(d) Current Tax Liabilities (Net)	P	-	53,908,401	53,908,401
Total of Equity and Liabilities		<u>4,952,944,896</u>	<u>57,874,042</u>	<u>5,010,818,938</u>

55.3 Reconciliation of Balance Sheet as at 31st March, 2017

Particulars	Notes to First Time Adoption	Regrouped previous GAAP	Amount in Rs.	
			Ind AS Adjustment	As per Ind AS as at 31st March, 2017
I Assets				
1 Non - Current Assets				
(a) Property, Plant and Equipment	M, N	855,921,030	(113,656,222)	742,264,808
(b) Capital Work-in-Progress		60,410,337	-	60,410,337
(c) Investment Property	N	-	57,901,551	57,901,551
(d) Intangible Assets		17,940,088	-	17,940,088
(e) Intangible Assets under Development				
(f) Investments in Subsidiaries, Associate, and Joint venture		657,608,353	-	657,608,353
(g) Financial Assets				
(i) Investments	C	20,000,817	1,125,502	21,126,319
(ii) Trade Receivables				
(ii) Loans	D	11,342,105	(1,397,576)	9,944,529
(iii) Other Financial Assets		7,568,736	-	7,568,736
(h) Deferred Tax Assets (Net)	P	-	1,458,699	1,458,699
(i) Other Non-Current Assets	M	14,537,521	54,978,662	69,516,183

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to First Time Adoption	Regrouped previous GAAP	Ind AS Adjustment	Amount in Rs.
				As per Ind AS as at 31st March, 2017
2 Current Assets				
(a) Inventories		2,647,289,259	-	2,647,289,259
(b) Financial Assets		-	-	-
(i) Investments	C	29,587,459	5,586,110	35,173,569
(ii) Trade Receivables		576,234,687	-	576,234,687
(iii) Cash and Cash Equivalents		224,180,616	-	224,180,616
(iv) Bank Balances Other Than Cash & Cash Equivalents		77,679,420	-	77,679,420
(v) Loans		15,744,260	-	15,744,260
(vi) Others Financial Assets	G,J	170,415,842	44,126,238	214,542,080
(c) Current Tax Assets (Net)	P		35,468,609	35,468,609
(d) Other Current Assets	D	271,701,956	(91,702,859)	179,999,097
TOTAL ASSETS		<u>5,658,162,486</u>	<u>(6,111,286)</u>	<u>5,652,051,200</u>
II EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital		117,409,450	-	117,409,450
(b) Other Equity	O	2,206,055,602	56,378,082	2,262,433,684
2 LIABILITIES				
Non - Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	A	305,654,526	(251,651)	305,402,875
(ii) Trade Payables				
(ii) Other Financial Liabilities	H	16,237,320	(3,236,131)	13,001,189
(b) Provisions	K	12,677,885	(6,916,674)	5,761,211
(c) Other Non-Current Liabilities	H	-	2,075,808	2,075,808
(d) Deferred Tax Liabilities (Net)	P	47,961,615	19,671,887	67,633,502
3 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		2,219,893,778	-	2,219,893,778
(ii) Trade Payables		431,557,839	-	431,557,839
(iii) Other Financial Liabilities		167,662,448	-	167,662,448
(b) Provisions	B	118,118,735	(108,906,210)	9,212,525
(c) Other Current Liabilities (Net)	H	14,933,288	1,160,323	16,093,611
(d) Current Tax Liabilities (Net)	P	-	33,913,280	33,913,280
Total of Equity and Liabilities		<u>5,658,162,486</u>	<u>(6,111,286)</u>	<u>5,652,051,200</u>

55.4 Reconciliation of Statement of Profit and Loss for the Year Ended 31st March, 2017

Particulars	Notes to First Time Adoption	Regrouped Previous GAAP	Ind AS Adjustment	Amount in Rs.
				As per Ind AS Year Ended 31st March, 2017
INCOME				
Revenue from Operations	F,I,J	4,765,097,778	(39,623,047)	4,725,474,731
Other Income	C,D,H	33,443,355	23,670,665	57,114,020
Total Income		<u>4,798,541,133</u>	<u>(15,952,382)</u>	<u>4,782,588,751</u>
EXPENSES				
Cost of Material Consumed	F	1,975,032,799	33,883,626	2,008,916,425
Purchases of Stock-in-Trade		876,375,199	-	876,375,199
Change in Inventories of Finished Goods		(98,009,164)	-	(98,009,164)
Employee Benefits Expense	L,E	330,287,266	1,424,540	331,711,806
Finance Costs (Interest)	A,E,H	132,744,670	1,428,997	134,173,667
Depreciation and Amortisation Expense		46,997,631	(1,088,835)	45,908,796

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Notes to First Time Adoption	Regrouped Previous GAAP	Ind AS Adjustment	As per Ind AS Year Ended 31st March, 2017
Other Expenses	D,I	1,294,614,418	(4,433,488)	1,290,180,930
TOTAL EXPENSES		<u>4,558,042,819</u>	<u>31,214,840</u>	<u>4,589,257,659</u>
Profit / (Loss) Before Tax for the Year		240,498,314	(47,167,222)	193,331,092
Tax Expenses				
i Current Tax		72,756,381	-	72,756,381
ii Deferred Tax	P	11,359,031	(15,594,899)	(4,235,868)
Profit / (Loss) for the Year		<u>156,382,902</u>	<u>(31,572,323)</u>	<u>124,810,579</u>
Other Comprehensive Income Items that will not be Reclassified to profit or Loss				
Re-measurements of the defined Benefit Plans	K	-	(1,268,791)	(1,268,791)
Income Tax Relating to above Items	P	-	439,103	439,103
Total Comprehensive Income for the Year		<u>-</u>	<u>(32,402,011)</u>	<u>123,980,891</u>

55.5 Reconciliation of Equity

Particulars	Notes	As at 31st March, 2017	As at 1st April, 2016
Equity as per previous GAAP		2,038,465,048	1,876,853,346
Share application money pending for allotment as part of Equity		180,000,000	-
Money received against Share Warrant as part of total Equity		105,000,000	105,000,000
Adjustment :			
Effective interest rate computation of borrowing outstanding	A	251,647	623,694
Impact of discounting of provisions	K,L	6,916,679	7,152,121
Reversal of proposed dividend and dividend tax	B	16,957,350	16,918,214
Other Export incentive (Focus License)	J	43,718,613	76,036,080
Fair value of investment	C	6,711,611	(386,273)
Impact of measuring derivative contract at fair value	G	407,625	20,387,423
Tax Adjustment	P	(18,585,442)	(34,448,189)
Total Equity as per Ind AS		<u>2,379,843,131</u>	<u>2,068,136,416</u>

55.6 Reconciliation of Income Statement

Particulars	Notes	Amount in Rs. Year Endend 31st March, 2017
Net Profit/(Loss) as per previous GAAP (Indian GAAP)		156,382,902
Other Export incentive (Focus License)		(32,317,467)
Impact of measuring derivative contract at fair value	G	(19,979,798)
Fair value of investment	C	7,097,884
Reclassification of actuarial (gain)/loss arising in respect of defined benefit plan to other comprehensive income	L	(235,442)
Employee Stock Option Plan	E	(2,457,889)
Effective interest rate computation of borrowing outstanding	A	(372,047)
Tax Adjustments	P	15,862,747
Total Comprehensive income as reported under Ind AS		<u>123,980,890</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

55.7 The following explains the material adjustments made while transition from previous accounting standards to IND AS

A. Borrowings

Under the previous GAAP, transaction costs incurred towards origination of borrowing were charged to the profit and loss as and when incurred. As required under the IND AS 109 these costs have been deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit and loss over the tenure of the borrowing as interest expense, computed using the effective interest rate method.

B Proposed Dividend

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events and accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.

C Fair Valuation of Investment

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under IND AS, these investments are required to be measured at fair value through statement of profit and loss and changes in fair value are recognised in statement of profit and loss.

D Security Deposits

Under the previous GAAP, interest free security deposits were recorded at their transaction value. Under IND AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the security deposits under IND AS. Difference between amortised value of security deposits and the carrying value (transaction value) as per Previous GAAP has been recognised as prepaid lease rent and recognised as expenses uniformly over the lease period. Interest income, measured by the effective interest rate method is accrued. The effect of these is reflected in total equity and / or profit or loss, as applicable.

E Employee Stock Option Expense

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity-settled share based plan has been recognised based on the fair value of the Options as at the grant date.

F Excise Duty

Under the previous GAAP, revenue from sale of goods was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty expense is charged to Statement of Profit and Loss. There is no impact in the total equity and profit.

G Derivative Instruments - Foreign Exchange Forward Contracts

Under Previous GAAP, unrealised net loss on foreign exchange forward contracts, if any, as at each Balance Sheet date was provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at Balance Sheet date and unrealised net gain or loss is recognised in profit and loss statement.

H Non-Current Liabilities Security Deposit

Under Previous GAAP, non-current security deposit liabilities were recognised on undiscounted basis. Ind AS requires such liabilities to be recognised at present value (discounted value) where the effect of time value of money is material. This led to a decrease in the value of non-current liabilities on the date of transition which was shown as prepaid lease rent. Ind AS also provides that where discounting is used, the carrying amount of the liability increases in each period to reflect the passage of time. This increase is recognised as finance cost. The interest cost on unwinding of discount and impact of change in discount rate has been recognised in the Statement of Profit and Loss under 'Rental costs' and 'finance cost' respectively for the Year Ended 31st March, 2017.

I Revenue from Sale of Goods

Under Previous GAAP, revenue were recognised net of trade discounts, rebates, sales taxes and excise duties. Under Ind AS, revenue is recognised at the fair value of the consideration received or receivable, after deduction of any discounts, any taxes or duties collected on behalf of the government except excise duty. Discounts given include rebates and price reductions which have been reclassified from 'Commission Brokerage & Discount' within other expenses under Previous GAAP and netted from revenue under Ind AS.

J Other Export Incentive (Focus License)

Other Export incentives were accounted for on actual receipts basis. Ind AS requires these incentives be accounted for in the year of export.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

K Non-Current Provisions

Under Previous GAAP, non-current provisions were recognised on undiscounted basis. Ind AS requires such provisions to be recognised at present value (discounted value) where the effect of time value of money is material. This led to a decrease in the value of non-current provisions as on 1st April, 2016 which was recognised in retained earnings. Subsequently, the present value is increased to reflect passage of time by recognising finance cost.

L Employee Benefit Plan

Under the previous GAAP, actuarial gains and losses on employee defined benefit obligations were recognised in profit or loss. Under Ind AS, the actuarial gains and losses on re-measurement of net defined benefit obligations are recognised in other comprehensive income. This resulted in a reclassification between profit or loss and other comprehensive income.

M Lease hold Land

Under the previous GAAP, long term leasehold land were recognised in property, plant and equipment. Under Ind AS all leasehold land are considered as operating lease.

N Property given on Lease

Building given on lease were recognised in property, plant and equipment. Ind AS requires such building given on lease were re-classified to investment property from property, plant and equipment.

O Retained Earnings

Retained earnings as at 1st April, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

P Tax Impact

Tax adjustments include deferred tax impact on account of differences between Previous GAAP and IND AS.

56. Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Not Due	911,929,780	445,924,953
Less than 6 month	25,720,948	108,828,984
More than 6 month	21,392,723	20,152,176

Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Maturity Profile of Financial Liabilities

Particulars	As at 31st March,2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	2,904,880,991	242,142,458	129,030,000	3,276,053,449
Trade Payable	832,803,324	-	-	832,803,324
Other current liabilities	118,025,325	-	-	118,025,325

Particulars	As at 31st March,2017			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	2,271,562,129	152,972,880	152,430,000	2,576,965,009
Trade Payable	431,557,839	-	-	431,557,839
Other Current Liabilities	128,995,281	-	-	128,995,281

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to Interest Rate Risk

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Total Borrowings	3,276,053,449	2,576,965,009
% of Borrowings out of above bearing variable rate of interest	86.19%	86.14%

Interest Rate Sensitivity:

A change of 100 bps in interest rates would have following Impact on profit before tax

Particulars	As at	As at
	31st March, 2018	31st March, 2017
100 bp increase would decrease the profit before tax by	25,842,732	21,523,184
100 bp decrease would Increase the profit before tax by	25,842,732	21,523,184

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March,2018		As at 31st March,2017	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	9,601,276	35,853,637	4,296,808	27,522,679
EURO	266,645	11,975,613	536,392	5,441,921
GBP	2,699,577	2,323,634	2,584,548	2,099,202
HKD	-	22,567	18,374	22,062

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end

Particulars	As at 31st March,2018		As at 31st March,2017	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	31,276,155	(31,276,155)	13,931,327	(13,931,327)
EURO	1,068,901	(1,068,901)	1,852,483	(1,852,483)
GBP	12,378,237	(12,378,237)	10,519,884	(10,519,884)
HKD	-	-	7,667	(7,667)
Foreign Currency Monetary Liabilities				
USD	(116,811,149)	116,811,149	(89,249,168)	89,249,168
EURO	(48,030,593)	48,030,593	(18,805,103)	18,805,103
GBP	(10,661,541)	10,661,541	(8,550,795)	8,550,795
Other	(93,71)	9,371	(9,209)	9,209
Impact on Profit or Loss as at the end of reporting year	(130,789,361)	130,789,361	(90,302,914)	90,302,914

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Other Price Risks

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Other Price Risk Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	INR	
	As at 31st March, 2018	As at 31st March, 2017
Impact on Profit Before Tax	393.60	531.85
BSE Sensex 30- Increase 5%	19.68	26.59
BSE Sensex 30- Decrease 5%	(19.68)	(26.59)

As per our report of even date attached

For K A S G & CO.

Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma

Partner
Mem.No. 075701

Gurugram, 30th May,2018

Shilpa Budhia

Company Secretary

Manoj Khattar

Chief Financial Officer

Sandeep Seth

Director
DIN: 01408624

Ramesh Bhatia

Director
DIN: 0052320

AOC-1

Pursuant to Proviso to Sub-Section 3 of Section 129 with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of Financial Statement of Subsidiaries/Associates Companies/Joint Ventures

PART-A: SUBSIDIARIES

Name of Subsidiary	Financial Year Ended	Date on which subsidiary was acquired	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding Share capital & Reserves & Surplus)	Investments	Turnover	Profit / Loss before Taxation	Provision for Taxation	Profit / Loss after Taxation	% of Share holding
Bhartiya Global Marketing Ltd.	31st March, 2018	3rd January, 1996	INR	49,990,200	(9,035,203)	44,911,304	3,956,307	32,267,500	2,831,670	(1,300,451)	(401,870)	(898,581)	100
J&J Leather Enterprises Ltd.	31st March, 2018	20th March, 1999	INR	20,750,000	28,547,405	98,913,482	49,616,077	-	138,689,406	4,137,640	1,738,723	2,398,917	100
Bhartiya International SEZ Ltd.	31st March, 2018	27th February, 2007	INR	135,692,300	321,883	136,361,565	347,382	-	3,690,476	(3,111,387)	-	(3,111,387)	88.95
Bhartiya Urban Infrastructure Ltd.	31st March, 2018	6th August, 2015	INR	500,000	(213,628)	297,122	10,750	-	-	(9,488)	-	(9,488)	100
Bhartiya Fashion Retail Ltd.	31st March, 2018	26th August, 2009	INR	5,000,000	(5,370,308)	1,277,505	1,647,813	-	6,000,000	754,681	-	754,681	100
Ultima S. A	31st March, 2018	22nd July, 2002	CHF	33,785,508	383,386,759	1,253,184,975	836,012,708	169,040,646	1,783,451,235	53,991,842	6,874,607	47,117,235	100
Design Industry Ltd.	31st March, 2018	29th July, 2014	HK\$	830,300	11,907,507	269,789,960	257,052,154	-	803,762,530	3,045,922	-	3,045,922	100
Design Industry China Ltd.	31st March, 2018	8th September, 2015	RMB/Yuan	2,106,521	(3,861,982)	8,369,781	10,125,242	-	39,550,975	(49,155,444)	-	(4,915,544)	100
Ultima Italia SRL	31st March, 2018	6th February, 2003	EURO	160,388,000	14,090,407	343,979,091	169,500,685	-	164,411,019	4,151,823	3,022,757	1,129,066	100
World Fashion Trade Ltd.	31st March, 2018	22nd August, 2006	HK\$	47,813,540	(56,221,805)	7,871,153	87,119,418	-	116,638,981	2,561,791	-	2,561,791	100

	CHF	HK\$	Euro	RMB Yuan
Exchange rate for Balance Sheet items (except shares capital figures which are stated at invested value)	68.136	8.303	80.194	10.342
Exchange rate for Profit and Loss	66.447	8.255	75.251	9.74

PART-B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates and Joint Ventures	Balance Sheet Date	Date on which the Associate was acquired	Share of Associate/Joint Venture held by the company as on year end		Description of Significant Influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the Year	
			No.	Amount of Investment in Associate/Joint venture				Extent of Holding	Considered in Consolidation
Tada Mega Leather Cluster Pvt. Ltd.	31st March, 2018	4th March, 2013	5000	50000	50.00%	Voting Power	Not Applicable	(15,234)	-
Bhartiya City Developers Pvt. Ltd. *	31st March, 2018	26th August, 2017	34393260	399960000	36.77%	Voting Power	Not Applicable	(11,791,415)	-

* The figures for Bhartiya City Developers Private Limited are figures after consolidation with its subsidiaries Bhartiya Developers Consortium Private Limited, Milestone Buildcon Private Limited and LLP - MSCK Projects LLP.

BHARTIYA

Bhartiya International Limited

Registered Office Address:

56/7, Nallambakkam Village, Via Vandalur,
Chennai - 600 048, Tamil Nadu, INDIA
email: shares@bhartiya.com

Head Office Address:

E-52, New Manglapuri,
Mandi Road (Mehrauli), New Delhi - 110 030. INDIA
email: bhartiya@bhartiya.com

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BHARTIYA INTERNATIONAL LIMITED



वाक्य संघर्ष धार

Form 1

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं. 26607 _____ का सं. 1908
No. 26607 of 19..... 86-87

मैं एतद् द्वारा प्रमाणित करता हूँ कि आब..... भारतीय गलीचा इण्डस्ट्रीज
प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और यह
कम्पनी परिसीमित है।

I hereby certify that **BHARTIYA GALECHA INDUSTRIES**
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the
Company is limited.

मेरे हस्ताक्षर से आब ता. 17 पौष, 1908 को दिया गया।

Given under my hand at **NEW DELHI** this **SEVENTH**
day of **JANUARY**.. One thousand nine hundred and **EIGHTY SEVEN**



[Handwritten signature]
7/1/87

। सूरज कपूर ।
कम्पनी रजिस्ट्रार
(REGISTRAR OF COMPANIES)
Registrar of Companies
DELHI & HARYANA

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 55-26607

In the Office of the Registrar of Companies, Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF.....BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED.....

I hereby certify that.....BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED.....

..... which was originally incorporated onSEVENTH.....
day ofJANUARY..... One Thousand Nine HundredEIGHTY SEVEN.....

under the Companies Act, 1956 (Act 1 of 1956) under the name.....BHARTIYA GALECHA.....

INDUSTRIES PRIVATE LIMITED..... having duly passed the necessary resolution in
terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government
signified in writing having been accorded thereto under Section 21 read with Government of
India, Department of Company Affairs Notification No. G.S.R. 507(E) dated 24.6.1985 by
Registrar of Companies, Delhi & Haryana, New Delhi vide letter No. 21/55-26607/11.058

dated 25.5.93.....the name of the said Company is this day changed to

BHARTIYA INTERNATIONAL PRIVATE LIMITED..... and this Certificate
is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this.....THIRTI.....

day ofJULY..... One Thousand Nine Hundred and Ninety THREE.

V.S. GALLALI
(V.S. GALLALI)

REGISTRAR OF COMPANIES,
DELHI AND HARYANA



FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON CONVERSION
TO PUBLIC LIMITED COMPANY

COMPANY NO. 55-26607.....

In the Office of the Registrar of Companies, Delhi & Haryana,

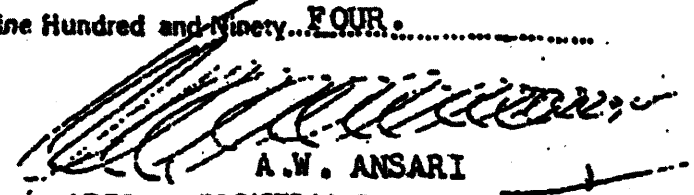
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF BHARTIYA INTERNATIONAL PRIVATE LIMITED

I hereby certify that BHARTIYA INTERNATIONAL PRIVATE LIMITED which was originally incorporated on SEVENTH day of JANUARY One Thousand Nine Hundred and EIGHTY SEVEN under the Companies Act, 1956 (Act 1 of 1956) under the name BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED having duly passed the necessary Special Resolution on 18.1.94 in terms of Section 31/21 read with Section 44 of the Companies Act, 1956, the name of the said Company is this day changed to BHARTIYA INTERNATIONAL LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this TENTH day of MAY One Thousand Nine Hundred and Ninety FOUR.




A.W. ANSARI
ADDL. REGISTRAR OF COMPANIES
NCT OF DELHI AND HARYANA



सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Registrar of Companies, Delhi

4th Floor, IFCI Tower, 61, Nehru Place, New Delhi, Delhi, INDIA, 110019

Corporate Identity Number : L74899DL1987PLC026607.

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s BHARTIYA INTERNATIONAL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 06/04/2015 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Delhi this Twenty Eighth day of April Two Thousand Fifteen.

Signature valid
Digitally signed by
Debasish Bandopadhyay
DN: cn=Debasish Bandopadhyay,
o=Registrar of Companies,
c=IN

DEBASISH BANDOPADYAY
Registrar of Companies
Registrar of Companies
Delhi

Mailing Address as per record available in Registrar of Companies office:

BHARTIYA INTERNATIONAL LIMITED
E-52 NEW MANGHLAPURI MANDI ROAD MEHRAULI, NEW DELHI - 110030,
Delhi, INDIA





सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: L74899TN1987PLC111744

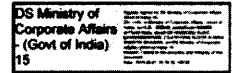
SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s BHARTIYA INTERNATIONAL LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Tamil Nadu and such alteration having been confirmed by an order of Regional Director bearing the date 21/06/2016.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Chennai this First day of August Two thousand sixteen.



Vineet Rai

Authorizing Officer - RoC
Registrar of Companies
RoC - Chennai

Mailing Address as per record available in Registrar of Companies office:

BHARTIYA INTERNATIONAL LIMITED

56/7, Nallambakkam Village (Via Vandalur), Chennai, Chennai, Tamil Nadu,
India, 600048



**THE COMPANIES ACT, 2013
PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
BHARTIYA INTERNATIONAL LIMITED**

- I. The name of the Company is BHARTIYA INTERNATIONAL LIMITED.
- II. The registered office of the Company will be situated in the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai.
- III. The objects for which the Company is established are

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on the business of producing, developing, manufacturing, processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting, acting as commission agents, quality controllers, marketing agents for all kinds of:
 - a. Textiles and textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibers, dyes, cloth, leather and leather garments, leather products including belts, wallets, bags and others, all kinds of footwear, PU and PU products, synthetic and man-made fibers, furs, readymade garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.
 - b. Paper and paper products including but not limited to writing & printing paper, maple the paper, Kraft paper, bond paper, glace paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.
 - c. Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organometallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & specialty chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalis, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methanol melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colors, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.
 - d. Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissue culture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.

- e. Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant & machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the Company thinks fit and expedient.
 - f. Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.
2. To manufacture, produce, cultivate , process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fiber and fibrous substances, wool hair, carpets, druggist ,rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fiber, synthetic fiber and all other fibers, allied products, bye-products and substitutes for or any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.
 3. To manufacture, cultivate , plant, grow, process, repair, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry , vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives , pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jiggery, sugar beet, sugarcane, molasses, syrups, malady, alcohol, and all sugar products and/or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.
 4. To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, microprocessors, computer based systems, systems for online applications, connectivity , telecommunication & internet based systems and to establish, maintains, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy , medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/automated interactive response systems , provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.
 5. To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser,importers, exporters of all types of electronic equipment's, electrical, systems and accessories such as multiplexing equipment's, radio link systems, supervisory and data acquisition system, analogue to

digital trans multiplexing systems, radios, FM radio, broadcasting, man pack/portable/ static radio, trans-receivers, radio tele printer, teletype systems, selective calling radio system, analogues systems , digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipment's, communication equipment's, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems , wire and cordless type telephones, mobiles, cellular, optical cable, networking, V-sets, electronic tele printer, facsimile, random access digital address systems , voice and telegraph coding systems , modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.

6. To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of hotels, motels , schools, colleges, computer centers, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights , concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives , facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.
7. To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways , sub-ways , or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical knowhow or expertise for mutual benefits.
8. To lend and advance money, give credit to any person or company, to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/Body Corporate/Govt. Department/Agency subject to the provisions of the Act.
9. To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A):-

1. To buy, sell, trade and deal in all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above business or usually dealt with by persons engaged therein.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on other terms; formulae and other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kind and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which and Company is authorized to carry on.
4. To acquire by concession, grant, purchase, barter, lease, Licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets inventions, licences, protections and concessions conferring and exclusive or limited rights to any inventions, secrets of other information which may seem necessary for any of the purposes of the Company and construct, maintain and alter any building or work, necessary or convenient for the purpose of the Company and to pay for such land, buildings, works, property or rights or any other property and rights purchased or acquired by or for the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.
5. To act as consultants in items being dealt with by the company in the matter of manufacturing, buying, selling, importing and exporting of raw material in their finished semi-finished or in their raw form.
6. To enter into any arrangement, with any government or authorities, municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the object of the company or any of them and to obtain from any such government, authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the company may think desirable and carry out, exercise and comply therewith.
7. To apply for and obtain and order of Central/State or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or any other purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
8. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this company is authorized to carry on subject to section 391 to 394 of the Companies Act, 1956, and applicable provisions of Companies Act , 2013 to amalgamate with any other Company, having objects altogether or in part similar to those of this Company.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person, carrying on business which this Company is authorized to carry on or is possessed of right suitable for any of the purposes of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such

other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.

11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management and secretarial or other work duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial Institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debenture and other negotiable or transferable instruments and to buy, sell and deal in the same.
13. Subject to Sections 73, 74, 75, 76, 179 and 180 of the Companies Act, 2013 read with applicable Rules made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable Instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock perpetuity or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and, assets of the Company, both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
14. To invest in other than investment in company's own shares and deal with monies of the company not immediately required, in such shares or upon such securities or investments and in such manner as may from time to time be determined.
15. To lend and advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and other having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the Directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulations Act, 1949.
16. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the land, properties, assets and rights and the resources and undertaking of the Company, in such manner and on such terms as the Directors may think fit.
17. To remunerate any person or company for services rendered or to be rendered related to the formation or promotion of the Company or the conduct of its business.

18. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers welfare or for any other purpose conducive to the interest of the Company.
 19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependent or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other association, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the company shall think fit.
 20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
 21. To procure the incorporation, registration or other recognition of the Company in the Country, State or place outside India and to establish and maintain local registered and branch places of the business in any part of the world.
 22. To adopt such means of making the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
- IV. "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."
- V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five crores) divided into 2,00,00,000 (Two crore) Equity Shares of Rs. 10/- each and 5,00,000 (Five Lacs) Preference Shares of Rs. 100/- each."

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names:

Sr. No	Name, Description, Addresses and occupations of subscribers	No. of Equity Shares taken by each subscriber	Signature of the subscribers	Signature of witness with address and occupation
1.	Snehdeep Aggarwal S/o Sh. C.L. Aggarwal 6/1, SarvapriyaVihar, New Delhi – 110016 Business	1 (One)	Sd/-	I witness the signatures of the Subscribers Sd/- (ATUL MITTAL) Chartered Accountant C/o M/s. Sanjeev Chopra & Co. Chartered Accountants 2/2, Sarai Julena, Okhla Road, New Delhi - 110025
2.	Naresh Seth S/o Mr. D.D. Seth 6/1, SarvapriyaVihar, New Delhi – 110016 Business	1 (One)	Sd/-	
		Total 2 (Two Equity Shares)		

Place: NEW DELHI Dated 15th day of DECEMBER, 1986

(THE COMPANY ACT, 2013)
(PUBLIC COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF
BHARTIYA INTERNATIONAL LIMITED

1. Subject to the regulations hereinafter provided, the regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as they are embodied in the following Articles.
2. Notwithstanding anything contained in these Articles, such provisions and regulations as may be prescribed by the legislature, as compulsory, by later enactments relating to Companies, shall have priority of observance under such circumstances.
3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

The provisions under this article shall be read in conjunction with the secretarial standards with respect to general and Board Meetings specified by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980, and approved as such by the Central Government and in case of any conflict between the secretarial standard and the provisions of the Act, the provisions which is more stringent shall be applicable.

INTERPRETATION CLAUSE

- (1) In these regulations—
- (a) "Act" means the Companies Act, 2013 and other statutory modifications or re-enactments thereof for the time being in force and Companies Act 1956, wherever applicable;
 - (b) "Applicable Law" means laws of India, as applicable including, inter alia, all applicable statutes, enactments, acts of legislature, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, tribunal, board or court;
 - (c) "Articles" means the articles of association of a company;
 - (d) "Auditors" means the auditor of the Company for the time being and from time to time appointed in accordance with the Company Act, 2013.
 - (e) "Board of Directors" or "Board", in relation to a company, means the collective body of the directors of the Company.
 - (f) "Board Meeting" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
 - (g) "Company" means Bhartiya International Limited'
 - (h) "Company Secretary" or "Secretary" means a company secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary (under SEBI Act).
 - (i) "Debenture" includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not;
 - (j) "Dividend" includes any interim dividend/final dividend.
 - (k) "Directors" means the Directors appointed to the Board of the Company.
 - (l) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on proper or in electronic form.
 - (m) "Extra-Ordinary General Meeting" means an Extra-Ordinary General meeting of the members duly called and constituted and any adjourned holding thereof.

- (n) "Meeting" or "General Meeting" means a meeting of the Members. "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act.
- (o) "Member" means the member of the Company as defined in sub-section (55) of section 2 of the Companies Act 2013 or any amendment thereof.
- (p) "Month" shall mean the calendar month.
- (q) "Office" means the Registered Office for the time being of the Company.
- (r) "Proxy" includes Attorney duly constituted under a power of Attorney.
- (s) "Registrar" means the Registrar of Companies of the State in which the registered office of the Company is, for the time being, situated.
- (t) "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- (u) "Seal" means the Common Seal of the Company.
- (v) "Securities" means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
- (w) "Shares" means the shares in the share capital of a company and includes stock.
- (x) "Special Resolution" shall have the meaning assigned thereto by Section 114 of the Act.
- (y) "Sweat Equity shares" means such equity shares as are issued by a company to its directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.
- (z) "Tribunal" means the National Company Law Tribunal constituted under Section 408.
- (aa) "Voting Right" means right of a member of a company to vote in any meeting of the Company or by means of postal ballot.
- (bb) "Whole-time Director" includes director in the whole time employment of the company.
- (cc) "Year" means the "Financial Year" as provided under sub section (41) of Section 2 of the Act.
- (dd) Words importing the masculine gender shall also include feminine gender.
- (ee) Words importing "persons" shall, where the context requires, include bodies corporate and companies as well as individuals.
- (ff) Words importing the singular number includes plural where the context so requires.
- (gg) 'in writing' and 'written' includes printing, lithography and any other mode of representing or reproducing words in a visible form.
- (hh) "video conferencing or other audio-visual" means means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.
- (ii) SEBI means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

Share Capital

1. The Share capital of the Company shall be such as given under Clause V of the Memorandum of Association as altered from time to time. The Company shall have the power to increase, reduce or re-classify the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the Applicable Law and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these regulations.

The Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.

2. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

3. If the Company shall offer any of its shares to the public for subscription, such offer shall be made in accordance with the provisions of Part I of Chapter III and other relevant provisions of the Act.
4. Except so far as is otherwise provided, by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the existing capital of the Company and shall be subject to all the provisions herein contained in respect of payment of call and instalments, transfer and transmission, forfeiture, lien and otherwise.
5.
 - (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
 - a) one certificate for all his shares without payment of any charges; or
 - b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under the seal of the Company which shall be affixed in the presence of and signed by two Directors duly authorised by the Board and the Secretary, if any or some other person appointed by the Board for the purpose. Further out of the two directors there shall be atleast one director other than Managing or Whole Time Director, where the Composition of the Board so permits.
 - (iii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.
 - (iv) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 - (v) Shares may be registered in the name of any persons, company or other body corporate. Not more than four persons shall be registered jointly as members in respect of any shares. No shares shall, however, be registered in the name of partnership or a person of unsound mind.
6.
 - (i) Subject to the provisions of section 46 of the Act and rules made thereunder, if any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be issued. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - (ii) The provisions of Articles (4) and (5) shall mutatis mutandis apply to debentures of the company.
 - (iii) Where a new share certificate has been issued in pursuance of Article 5, particulars of every such certificate shall also be entered in a register of duplicate certificates indicating against the name of the person to whom the certificate is issued, the number and date of issue of the certificate in lieu of which the new certificate is issued.
7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8.
 - (i) The company may exercise the powers of paying commissions conferred by section 40 (6) of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed 5 per cent of the price at which any shares are issued or 2.5% of the price at which any debentures are issued (as the case may be) and shall not in any case exceed the rate or amount prescribed in rules made under section 40 (6) of the Act.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
 - (iv) The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

Further Issue of Share Capital

9. Subject to the provisions of the Act and other applicable laws, the further issue of shares by the Board or the Company, as the case may be, shall be made to:-
- persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - employees under any scheme of employees' stock option; or
 - any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) above.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari-passu* therewith.
11. Subject to and in accordance with the Act and other applicable laws, the Company may issue further shares and other securities including depository receipts in any manner whatsoever as the Board may determine including by way of preferential offer or private placement or any other permitted manner.
12. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred, or for goods or machinery supplied or to be supplied or for services rendered or to be rendered or for technical assistance or know-how made or to be made available to the Company or for the conduct of its business and shares which may be so allotted may be issued as fully or partly paid-up otherwise than in cash and if so issued, shall be deemed to be fully or partly paid as the case may be.

Issue of Preference Share Capital

13. Subject to the provisions of Section 55 of the Act and rules made thereunder, the Company shall have the power to issue preference shares which are or at the option of the Company are liable to be redeemed within a period not exceeding twenty years from the date of issue and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

On the issue of Redeemable Preference Shares the following provisions shall take effect:

- No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares for the purpose of the redemption.
- No such shares shall be redeemed unless they are fully paid.
- The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's share premium account before the shares are redeemed.
- Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise be available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the share redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.

Issue of Sweat Equity Shares

14. Notwithstanding anything contained in Section 53 of the Act but subject to the provisions of section 54 read with rules made there under and in accordance with the regulations made by the SEBI, the Company may issue Sweat Equity Shares i.e. shares issued to Employees or Directors at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called, of a class of shares already issued if the following conditions are fulfilled:
- The issue of Sweat Equity Shares is authorized by a special resolution passed by the Company in the General Meeting;
 - The Resolution specifies the number of shares, their current market price, consideration if any and the class or classes of Directors or Employees to whom such equity shares are to be issued;
15. The rights, limitations, restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this section and the holders of such shares shall rank *pari-passu* with other equity shareholders.

Variation of Shareholders' Rights

16. If at anytime the share capital is divided into different classes of shares, the rights attached to any class, (unless otherwise provided by the terms of issue of the shares of that class), may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
17. To every such separate meeting, the provisions of these articles relating to general meetings shall mutatis mutandis apply.
18. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

Lien

19.
 - (i) The company shall have a first and paramount lien—
 - (a) on every share not being a fully paid share, whether solely or jointly, for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any on such shares.
 - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
20. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

Provided that the shares of any member who is indebted to the Company may be sold by resolution of the Directors, to satisfy the Company's lien thereof, and be transferred to the purchaser without the consent and notwithstanding any opposition on the part of the indebted member and complete title to the share of any such member which shall be sold and transferred against indebted member and all persons claiming under him whether he may be indebted to the company in fact or not shall stand transferred and thereupon, the point of the purchaser shall be deemed to be the holder of such shares discharged from all dues and calls made prior to such purchase, and shall not be bound to see to the application of the purchase money nor his titles to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
21.
 - (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and after name of the purchaser has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person on any ground whatsoever and the remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively.

- (iv) Where any share has been sold by the Board pursuant to these Articles and the certificate in respect thereof has not been delivered to the Company by the former holder of such share, the Board may issue a new certificate for such share distinguishing it in such manner as it may think fit from the certificate not so delivered. Where in any such case the certificate in respect of the share forfeited and/or sold is not delivered, and a new certificate for such share has been issued, the original certificate shall be treated as cancelled and no claim or title based on such certificate shall be binding on the Company.

22.

- (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

23.

- (i) The Board may, from time to time, subject to the provisions of Section 49 of the Act, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

24. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

26.

- (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such per cent per annum, if any, as the Board may determine from time to time.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

27.

- (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

28. On the trial or hearing of any action or suit brought by the Company against any member or his representative to recover any debt or claim any money due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is, or was, when the claim arose, on the Register as a member or one of the members in respect of the shares for which such claim is made, and that the amount claimed is not entered as paid in the books of the Company, and it shall not be necessary to prove the appointment of the Board who made any call, nor that a quorum was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of matters, aforesaid shall be conclusive evidence of the debt.

29. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Money so paid in excess of the amount of calls shall not rank for dividends or to participate in profits. The Board may at any time repay the amount so advanced upon giving to such member not less than 3 months' notice in writing. However, it shall not be the right of the member making such payment in advance of call to seek or to claim a refund or prepayment thereof.
 - (c) from time to time, at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members, but no member shall be entitled to such extension save as a matter of grace and favour.

Transfer of shares

30. Save as provided in Section 56 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the letter of allotment of the share. The instrument of transfer is in respect of one class of shares.

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer and transmission of any shares.

31. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Where it is proved to the satisfaction of Board that an instrument of transfer signed by or on behalf of transferor and by or on behalf of the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.
32. Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that, where such application is made by the transferor, no registration shall, in the case of a partly paid share, be effected unless the Company gives notice of such partly paid shares to the transferee in the manner prescribed by Section 56 of the Act, and subject to provisions of these Articles, the Company shall, unless objection is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of transfer was made by the transferee.
33. The Board may, subject to the right of appeal conferred by Section 58 of the Act and Section 22A of Securities Contracts (Regulation) Act, 1956 and other Applicable Laws, without assigning any reason for such refusal, may within one month from the date of which the instrument of transfer was delivered to the Company decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.

Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever except a lien on the shares.

34. No transfer shall be made to or registered in the name of a person of unsound mind or a partnership or trust.
35. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

36. Notwithstanding anything contained in any other provisions of the Articles of Association, where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, the provisions of Section 126 of the Act regarding dividend, any offer of Rights Shares and any issue of fully paid-up Bonus Shares in relation to such shares shall apply.

Transmission of Shares

37. If any member of the Company dies, and the Company, through any of its Principal Officers, within the meaning of Section 84 of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such transfer for valuable consideration or there is produced to it a certificate from the Controller, Deputy Controller or Assistant Controller of Estate Duty that either the estate duty in respect thereof or the money due as the case may be had been paid or will be paid. Where the Company has come to know through any of its Principal Officers of the death of any member, the Company shall within a month of the receipt of such knowledge, furnish to the Assistant Controller, or Deputy Controller of Estate Duty, who is exercising the functions of the Income Tax Officer in the case of the Company such particulars as may be prescribed by the Estate duty Rules, 1953.
- 38.
- (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
 - (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 39.
- (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - a) to be registered himself as holder of the share; or
 - b) to make such transfer of the share as the deceased or insolvent member could have made.
 - c) If such person shall elect to have his nominee registered.
 - (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 40.
- (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
 - (ii) If the person aforesaid shall elect to transfer the share, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provisions, herein contained, and until he does so, he shall not be freed from any liability in respect of shares.
 - (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
41. A person becoming entitled to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
42. If the Board refuses to register the transfer of, or the transmission by operation of law of the right to any share, the Company shall, within 30 days from the date on which the instrument of transfer or the intimation of such transmission as the case may be was lodged with the Company, send to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, notice of such refusal.
43. A person entitled to a share by transmission, subject to the right of Directors to retain such dividend or money as hereinafter provided, be entitled to receive may give a discharge for any dividends or other moneys payable in respect of the share.

44. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice; and give effect thereto if the Board shall so think fit.

Forfeiture of shares

45. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest not exceeding 10% per annum which may have accrued.
46. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
47. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
48. When any shares have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
- 49.
- (i) A forfeited share shall be deemed to be the property of the Company and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. The forfeiture of a share involves extinction at the time of the forfeiture, of all interests in and all claims and demands against the Company, in respect of the shares and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
 - (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. Upon any sale, re-allotment or other disposal of the forfeited shares, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and have no effect, and the Directors shall be entitled to issue a new certificate in respect of a said shares to the person or persons entitled thereto.
- 50.
- (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 51.
- (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

52. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

53. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

54. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

55. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

56. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Reduction of Capital

57. The Company may, subject to the confirmation by the tribunal and provisions of the Act and an approval under the Applicable Laws from any regulatory authorities, from time to time by special resolution and in any manner authorised by law reduce its share capital in any way and in particular may :

- (a) Extinguish or reduce the liability on any of its shares in respect of the share capital not paid up; or
- (b) Either with or without extinguishing, or reducing liability on any of its shares, cancel any paid up share capital which is lost, or is unrepresented by available assets or pay off any paid-up share capital which is in excess of the wants of the Company; or

alter its memorandum by reducing the amount of its share capital and of its shares accordingly. Further no reduction shall be made if the Company is in arrears in the repayment of any deposits accepted by it, either before or after the commencement of the Companies Act 2013 or the interest payable thereon.

Capitalisation of Profits

58.

- (i) The company in general meeting may, upon the recommendation of the Board, resolve—
 - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

59.

- (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
 - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of the respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members

Buy-Back of Shares

60. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act and rules made thereunder and provisions framed in this regard by the SEBI or
61. any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

62. All general meetings other than the annual general meeting shall be called extra-ordinary general meeting.
- 63.
- (i) The Board may, whenever it thinks fit, call an extra-ordinary general meeting.
 - (ii) The Board shall at the requisition made by such number of members who hold, on the date of the receipt of the requisitions, not less than one-tenth of such of the total paid-up capital of the Company as on that date carries the right to vote call an extra-ordinary general meeting of the company in the manner provided under Section 100 of the Act. Where two or more persons hold any shares jointly, a requisition or notice calling a meeting signed by first holder or any of the joint holder, if not signed by first holder, for the purpose of this Article, have the same force and effect as if it had been signed by all of them. The requisition made by the members shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
64. In addition to any other meetings, Annual General Meeting of the Company shall be held in each year within such intervals as are specified in Section 96 (1) of the Act, and, subject to the provisions of Section 96 (2) of the Act, at such times and places as may be determined by the Board.
65. The Company shall comply with the provisions of Section 111 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.
66. Save as is provided in Section 101 (1) of the Act, not less than clear twenty one days' notice either in writing or through electronic mode shall be given for calling General Meeting of the Company. The general meeting may be called after giving shorter notice if the consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting. Every notice of the meeting shall specify the place, date, day and hour of the meeting and shall contain a statement of the business to be transacted thereat.

Where any such business consists of "special business" as herein after defined there shall be annexed to the notice a statement complying with the provisions of Section 102 of the Act.

Notice of every meeting of the Company shall be given to every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, auditor or auditors of the company and every director of the company.

Any accidental omission to give any such notice to or the non-receipt thereof by any member or other person who is entitled to such notice shall not invalidate the proceeding of the meeting.

Proceedings at General Meetings

67. The ordinary business of an Annual General Meeting shall be to receive and consider the profit and loss account, the Balance Sheet and the reports of the Directors and of the Auditors, to elect Directors in the place of those retiring by rotation, to appoint auditors and to fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting and all business transacted at any other meeting shall be deemed special business. No General Meeting shall be competent to discuss or transact any special business which has not been specifically stated in the notice of the meeting.
68. The chairman of the Board of Directors shall preside as chairman at every General Meeting of the Company. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director be present or if all the Directors decline to Chair the meeting, then the members present shall choose one of them to be Chairman.
69. Any actor resolution which, under these articles and the Act is permitted or required to be done or passed by the Company in General Meeting, shall be sufficiently done or passed if effected by an Ordinary Resolution as defined in Section 114(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by Special Resolution as define din Section 114(2) of the Act.

70. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.

Adjournment of Meeting

71. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall stand cancelled; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such time and place as the Board may determine and if at such adjourned meeting a quorum is not present, the members present, shall be a quorum and may transact the business for which the meeting was called. The Company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers in terms of sub-section (2) of section 103 of the Act.

72.

- (i) The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (ii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as provided in the Articles, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

73. At any general meeting, a resolution cannot be put to vote on a show of hands but will be decided through poll which shall include voting by electronic means in terms of the provisions of Section 108 and 109 of the Act. The poll shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded. In the case of an equality of votes, on a poll, the question shall be submitted for re-poll and in no event shall the Chairman of the meeting be entitled to a second or casting vote.
74. On a poll, every member holding equity shares therein shall have voting rights in proportion to his share of the paid-up equity share capital. A member having more than one vote, or his proxy or other person entitled to vote for him need not use all his votes in the same way. In the case of joint holders the vote of the first named of such joint holders who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. On a poll, votes may be given either personally or by proxy. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.
75. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any objection as to the qualification of any voter, made in due time, shall be referred by the Chairman of the meeting whose decision shall be final and conclusive.

Proxy

76. The instrument appointing a proxy and power of attorney or other authority; if any, under which it is signed, or a notarised copy of that power of attorney or authority, shall be deposited at the office of the company not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
77. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form set out in the rules made under section 105 of the Act.
78. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

79. The number of Directors of the Company shall not be less than three and not more than fifteen including woman director. The company may appoint more than fifteen directors after passing a special resolution.

80. The subscribers to the Memorandum of Association shall be the first directors of the Company.
81. Any person whether member of the Company or not may be appointed as a Director and no qualification by way of shareholding be required for any Director.
82. Subject to the provisions of Section 152, listing agreement (including any amendments thereto) or any other regulations made under SEBI Act, an independent director shall hold office for a term up to five consecutive years on the board of the Company and shall be eligible for the re-appointment on passing of a special resolution by the Company subject to such term of appointment as approved by the Board..
83. The Company shall have at least one-third of the total numbers of directors as independent directors at anytime as per the provisions of the Act subject to such minimum number of independent director in the board of the Company as required under the listing agreement or any other rules or regulations made under SEBI Act.
84. Where any investment and finance corporations, such as, Industrial Development Bank of India, Industrial Finance Corporation of India, The Industrial Credit and Investment Corporation of India Ltd., Life Insurance Corporation of India, Unit Trust of India, or any other Corporation or Bank or the State or Central (Government of India, obtain shares of the Company, make loans to the Company or give guarantees in connection with the grant of a loan to or the supply of machinery for the Company, or where the Company enters in to a contract with any person or persons for borrowing any money or for providing any guarantee or for technical collaboration or assistance or enter sin to any other arrangement, any such body or persons shall be entitled to appoint a Director or Directors of the Company as their nominee, if that be agreed to as a condition of the grant of a loan or giving of such guarantee or the acquiring of shares or of any other arrangement. The nominee Directors appointed by the Financial Institutions shall not be liable to retire by rotation subject to the provision to have minimum number of rotational directors. The Directors so appointed shall have the same powers and privileges as other Directors of the Company. The said Directors shall hold office at the pleasure of any such corporation or Government or persons which shall have full power to remove any of the Directors appointed by it and to appoint any other persons in place of such Directors.

The Nominee Director so appointed shall hold the said office only so long as any money remain sowing by the Company or any guarantee or security given by such person(s) is outstanding or so long as such body or person holds any shares subscribed by virtue of their under writing obligation or so long any other arrangement(s) entered into with such person or body issue basis and such Nominee Director so appointed shall ips of actovacates that office immediately the money owing by the Company to such body or person is paid off or such person or body ceases to hold any shares in the Company so subscribed pursuant to their underwriting obligation or any, guarantee so given is discharged or such other arrangement so agreed upon is determined.

85. **Remuneration of Directors**
 - (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. The Company may pay remuneration to its Directors including Managing Director, Whole Time Director and Manager in Compliance with the provisions of Section 197 of the Act, which shall not exceed 11% of the net profit during the financial year. In case of inadequate profit or loss, the Company may pay such remuneration not exceeding the limits as prescribed under schedule V of the Act after complying with the provisions of that schedule.

The company may pay sitting fees to its Director (other than Whole Time Director and Managing Director) shall be entitled to receive such fee for every meeting of the Board or Committee thereof attended by him, as may be determined by the Board, not exceeding such sum as may, from time to time be permissible pursuant to applicable provisions of the Act. The Company may pay differential sitting fees to the directors but such fees shall not be in excess of that of sitting fees paid to Independent Director and woman director. The sitting fees shall not form part of the remuneration as provided in the Act.
 - (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling; hotel and other expenses properly incurred by them—
 - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
86. The company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit for keeping of any such register.
87. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

88. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
89. The office of a Director shall ipso facto be come vacant as provided in the Act and rules made there under.

Rotation of Directors

90. Not less than two thirds of the total number of Directors shall be persons whose office shall be liable to retire by rotation.
91. At each Annual General Meeting of the Company one third of such of the Directors for the time being as a reliable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office.
92. The independent directors shall not be liable to retire by rotation.
93. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who be came Directors on the same day, those to retire shall in default of and subject to any agreement among them selves, be determined by lot.
94. Save as permitted by Section 162 of the Act, every resolution of a General Meeting for the appointment of a Director shall relate to one named individual only.
95. The Company at the Annual General Meeting at which a Director retires by rotation may by resolution, fill the vacant office by appointing the retiring Director or some other person thereto.

If the place of the retiring Director is not so filled and the meeting has no texpressly resolved to leave the vacancy unfilled, meetings hall stand adjourned until the same day in the next week, at the same time, and place, or if that day is a national holiday until the next succeeding day which is not a holiday, at the same time and place. If at the adjourned meeting the place of the retiring Director is still not filled and that meeting has as yet not expressly resolved to fill the said vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless:

- a) at that meeting or at the previous meeting are solution for the reappointment of such Director has been put to the vote and lost; or
- b) the retiring Director has by notice in writing addressed to the Company or the Board of Directors, expressed his unwillingness to be reappointed; or
- c) he is not qualified or is disqualified for appointment; or
- d) are solution, whether special or ordinary is required for his appointment or re appointment by virtue of any provisions of the Act and has not been passed; or
- e) section 162 of the Act is applicable to the case.

Casual Vacancy

96. The Company may, subject to the provisions of Section 169 of the Act, by ordinary resolution of which a special notice has been given to, remove any Director before the expiration of his period of office after giving him a reasonable opportunity of being heard. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is notso filled by the meeting at which he is removed, the Board may any time the re after fill such vacancy under the provisions of Section 169 but the director who was removed in that meeting shall not be re-appointed as a director by the board of directors.
97. If any Director appointed by the Company in General Meeting vacates his office as a Director before the expiry of his term of office, the vacancy may be filled by the Board at a meeting of the Board, but any person so appointed shall retain his office only so long as the vacating Director would have retained the same if no vacancy had occurred; provided that the Board may not fill such a vacancy by appointing there to any person who has been removed from the office of Director under Section 169.

However, any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later

98. No person not being a retiring Director shall be eligible for appointment to the office of Director at any General Meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be.

Alternate Directors

99. The Board may appoint any person (not necessarily a member of the Company) to act as alternate Director for a Director during the latter's absence for a period of not less than three months from India. In case the absent director is an Independent Director then the alternate director to be appointed in place such director shall also be independent in terms of the provisions of the Act. The alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

Proceedings of the Board

100. (i) Minimum Number of Meetings

A meeting of the Board of Directors shall hold minimum of four meetings of its board of directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the board.

- (ii) Notice of Board Meeting

Notice of every meeting of the board shall be given in writing to every Director at his registered address, at least seven days before the meeting of the board and such notice shall be sent by hand delivery or by post or courier or by electronic means. The notice of a meeting shall include an inquiry whether attendance will be through physical attendance or other means as well as the Company's contact information for attendance of Directors by means other than physical attendance. The Board meeting may be called at shorter notice to transact the urgent business subject to the condition that at least one independent director shall be present at the meeting and in case of absence of independent director from such meeting, decisions taken shall be circulated to all the directors and shall be final on ratification thereof by atleast one independent director.

- (iii) Participation in the Board Meeting

Subject to provisions of Section 173 of the Act and rules made in this regard, a director intending to participate through video conferencing or audio visual means shall communicate his intention to the Chairperson or the company secretary of the company and in case of absence of such communication, it shall be assumed that the director shall attend the meeting in person.

101. A director may at any time and the Secretary shall, upon the request of a Director, convene a meeting of the Board.

Chairman

102. The Board shall appoint one of their member to be the Chairman of the Board and may determine the period for which he will hold office. The Chairman shall have only such duties and responsibilities as are specifically assigned to him from time to time by the Board. In exercising all his powers and responsibilities as the Chairman of the Board, the Chairman will be guided at all times by the Board of the Company. The Directors shall have the power to appoint any one of their member to be the Vice Chairman of the Board of Directors, who shall be entitled to take the Chair at any meeting at which the Chairman is absent. If at any meeting of the Board, neither the Chairman nor the Vice Chairman is present, within 15 minutes after the time appointed for holding the meeting, the Directors present shall choose one of their member to be the Chairman for such meeting.

103. Quorum

Subject to the provisions of Section 174 of the Act, the quorum necessary for the transaction of the business by the Board shall be one-third of its total strength [any fraction contained in that one-third being rounded off as one], or two Directors, whichever is higher. Subject to the provisions of Section 174 of the Act any Director attending a meeting of the Board by means of video conferencing or other audio visual means shall be counted in a quorum for such meeting. For the purpose of this Article an alternate director shall be counted in a quorum at a meeting at which the Director for whom he is appointed is not present. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board, the meeting shall be adjourned until such date and time as the Chairman of the Board or the meeting shall fix. Provided that where at any time the number of interested Directors exceeds or is equal to two-third of the total strength, the number of remaining Directors, that is to say, the number of Directors who are not interested, present at the meeting being not less than two shall be the quorum during such time.

104. A meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board.

105. Questions arising at any meeting shall be decided by a majority vote and, in case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

106. Subject to the restrictions contained in Section 179 of the Act, the Board may, from time to time, and at any time, delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit; but every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment, shall have the like force and effect as if done by the Board.

107.

- (i) A committee shall be constituted in the manner as provided in the Act and elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

108.

- (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

109. All or any act done by a person as a Director shall be valid, notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or in these Articles; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

Resolution by Circulation

110.

- (i) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through electronic means (includes e-mail or fax) and has been approved by a majority of the directors or members, who are entitled to vote on the resolution.
- (ii) The chairperson shall put the resolution to be decided at a meeting of the Board where not less than one-third of the total number of directors of the company for the time being requires that any resolution under circulation must be decided at a meeting.

Minutes

111. The Board shall, in accordance with the provisions of the Act and rules made there under, cause Minutes to be kept by making within thirty days of the conclusion of every meeting of the Board or of every Committee of the Board, entries thereof in books kept for the purpose with their pages consecutively numbered, each page of every such book being initialled or signed and last page of the record of proceedings of each meeting in such books being dated and signed, in the case of minutes of proceedings of a meeting of the Board or Committee thereof, by the Chairman of the said Meeting or the Chairman of the next succeeding meeting, and, in the case of minutes or proceedings of a General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of the Chairman within that period, by a Director duly authorised by the Board for the purpose, provided that in no case shall the minutes or proceedings of a meeting be attached to such books as aforesaid by pasting or otherwise.

The minutes shall contain particulars:

- (a) of the names of the Directors present at each meeting of the Board and of any Committee of the Board and in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution;
- (b) of all orders made by the Board and Committee of the Board;
- (c) of all appointments of officers made at any of the meetings of the Board or Committee of the Board.

The Minutes of each meeting shall contain a fair and correct summary of the proceedings there at.

Provided that no matter need be included in any such Minutes which the Chairman of the meeting, in his absolute discretion, considers to be:

- (a) defamatory, or could reasonably be regarded as, defamatory of any person;
- (b) irrelevant or immaterial to the proceedings; or
- (c) detrimental to the interests of the Company.

112. Minutes of any meeting of the Board or Committee thereof, or of the Company in General meeting, it kept in accordance with the provisions of the Section 118 of the Act, shall be evidence of the proceedings recorded in such Minutes. The Minute Books of General Meetings of the Company shall be kept at the office and shall be open to inspection by members on any working day for atleast 2 hours as determined by the Board.

Powers of the Board

113. The board of directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise to do, subject to the provisions of the Act or any other Statute or the Memorandum of the Company or these Articles or otherwise, to be exercised or done by the Company in General Meetings

No regulations made by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.

Without prejudice to the general powers conferred by the proceedings, Articles and powers conferred by these Articles and subject to the provisions of Section 180 and other applicable provisions of the Act, the Board of Directors shall have the following powers, that is to say:

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company.
- (b) At their discretion to pay for any property rights, privileges acquire by, or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon subject always to the liability of all shareholders in regard to the debts of the Company and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (c) To take on lease, purchase or otherwise acquire for the Company, any property right or privileges, which the Company is authorised to acquire, at such price and generally on such terms and conditions as they may think fit.
- (d) To appoint any persons or person to hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes and to execute all such instruments and to do all such things as may be necessary or requisite in relation to any such trust.
- (e) To sell, let, exchange or otherwise dispose off absolutely or conditionally any part of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.
- (f) To appoint and at their discretion remove or suspend such agents, managers, secretaries for permanent, temporary or special service as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require securities in such instances and to such amounts as they think fit and generally to provide for the management of the Company in different parts of India or outside in any countries and to establish and maintain branch offices.
- (g) To buy or procure the supply of all article goods, merchandise and other moveable property required for the purpose of the Company and to sell them.
- (h) To appoint any person or persons to be Attorneys of the Company for each purpose, and with powers, authorities and discretions not exceeding those vested in or exercisable by the Board and for such periods and subject to such conditions as the Board from time to time think fit.
- (i) To enter into, carry out, rescind or vary financial arrangement with any banks, persons or corporations for or in connection with the Company's business affairs and pursuant to or in connection with such arrangements to deposit, pledge or hypothecate any property of the Company and to execute and register any document relating to the same.
- (j) To make and give receipt, realise and other discharges for money payable to the Company and for the claims and demands of the Company.
- (k) To compound and allow time for the payment or satisfaction of any debts due to or by Company and any claim or and demand by or against the Company and to refer matters to arbitration and observe and perform the awards.
- (l) To sign, draw, accept, endorse and negotiate and discount, for and on behalf of the Company, all such cheques, bills of exchange, promissory notes, hundies, drafts, government and other securities and all other documents, whether negotiable or otherwise for carrying on the affairs of the Company.
- (m) To institute, prosecute, defend, compromise or abandon any legal proceedings by or against the Company or its officers or otherwise concerning affairs of the Company.

- (n) To invest and deal with any of the moneys of the Company not immediately required for the purpose thereof upon such securities in investments and in such manner as they may think fit, and from time to time to vary or realise such securities and investments.
- (o) To enter into negotiations and contracts and to rescind or vary all such contracts and to do all acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
- (p) To make and repeal, from time to time bye-laws for the regulations of the business of the Company, its officers and servants.
- (q) To deposit money on security or otherwise with other persons or company or companies, whether Banking Company or not, and to invest any funds of the Company that are not required for the time being for the general purpose of the Company in such investments (other than the share of the Company) as may be thought proper and to hold, exchange, sell, vary and dispose off or deal with any of the investments of the companies as may be deemed expedient.
- (r) To give credit or deal upon credit with or without security with any persons, including a member of the Company of such amount upon such terms and conditions as they shall think fit.
- (s) To call any General Meeting of the Company to transact such business as is mentioned in the notice convening the meeting.
- (t) To exercise and to carry into effect any or all of the objects and powers mentioned or referred to in the Memorandum of Association.

114. Subject to the provisions of the Act and in particular, to the prohibitions and restrictions contained in Section 179 and other applicable provisions, if any, thereof the Board may from time to time, entrust to and confer upon any Director for the time being; such of the powers exercisable under these presents by the Board as it may think fit and may confer such powers for such times, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as it thinks fit; and it may confer such powers either collaterally with, or to the exclusion of and in substitution for all or any of the Powers of the Board in that behalf and may, from time to time revoke, withdraw, alter or vary all or any such powers.

115. Subject to the provisions of the Act, the Board may from time to time, as it may think fit, delegate to such person or persons as it may choose any of the powers hereby conferred upon the Board other than the powers to make calls on members in respect of money unpaid on their shares and to issue debentures.

Subject to aforesaid, any bonds, debenture stock or other securities issued by the Company shall be under the control of Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

116. Additional Director

Subject to the provisions of Section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of directors and additional director together shall not at any time exceed the maximum strength fixed for the board by the Articles. Such additional director shall hold office only upto the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

117. Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

118. Appointment of Managing Director, Whole Time Director or Manager

Subject to compliance with the provisions of Section 196, 197 and other provisions of the Act read with schedule V of the Act, a managing director or whole time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and in case such appointment is at variance to the conditions specified in Schedule V, then approval of the Central Government is required.

Subject to the provisions of the act, the board shall have the power to appoint a manager upon such terms and conditions as the board may think fit.

The Seal

119. The Directors shall provide a common seal of the Company, which shall be kept in safe custody of the Board at the registered office or at any other place as may be determined by the Board. The Board shall have powers from time to time, to destroy the seal and substitute a new seal in lieu thereof.

(i) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of any one Director or Company Secretary or Chief Financial Officer or such other Officer as may be authorised by any resolution of the Board of Directors or any Committee of the Board of Directors.

Annual Return

120. The Company shall comply with the provisions of Section 92 of the Act regarding the preparation and filing of Annual Return.

Dividends and Reserve

121. The Company in annual general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Board.

122. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

123.

(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at its discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(iii) In the event of adequacy or absence of profits in any year, a company may declare dividend out of surplus subject to the fulfilment of the conditions as specified in the Act and rules made thereunder.

124.

(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

126.

(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid through Electronic Clearing System, where details of the Bank Account is provided by the shareholder and where Bank mandate is not provided, by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

127. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

128. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner provided under the Act.
129. No dividend shall bear interest against the company.

Books and Documents

130. The Board shall cause to be kept in accordance with Section 128 of the Act proper books of account with respect to:
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditures take place;
 - (b) all sales and purchases of goods by the Company and;
 - (c) the assets and the liabilities of the Company.
131. The books of account shall be kept at the office or at such other place or places in India as the Board may decide, and where the Board so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place. The books of account shall also be open to inspection by any Director during business hours provided that the books of account shall also be open to inspection by the Registrar or by any officer of Government authorised by the Central Government in this behalf.
132. The books of account of the Company shall be preserved in good order for a period of not less than eight financial years immediately preceding the current financial year.

Accounts

133. At every Annual General Meeting the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with the Provisions of Section 129 of the Act and such Balance Sheet and Profit and Loss Account shall comply with the requirements of Sections 129, 133, 134 and of Schedule III of the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading transactions of the Company than it may deem expedient.
134. There shall be attached to every Balance Sheet laid before the Company a report by the Board in accordance with Section 134 of the Act.
135. A copy of every Balance Sheet including the Profit and Loss Account, the Auditor's Report and every document required by law to be annexed or attached to the Balance Sheet or a statement containing the salient features of such documents in such form as may be prescribed pursuant to Section 136 of the Act, shall be sent to every member of the Company and to every Trustee for the holders of any debentures issued by the Company not less than 21 days before the date of the General Meeting at which such documents are to be laid.
136. The Company shall comply with Section 137 of the Act as to filing of copies of the Balance Sheet, Profit and Loss Account and documents required to be filed annexed or attached thereto with the Registrar.
137. Subject to the provisions of the act, the Directors shall, from time to time, determine whether and to what extent and at what times and places and under what condition or regulation the accounts and books of the Company or any of them shall be open to inspection of members not being Directors. No member (not being a Director) shall have any right to inspect the same, except as provided by the Companies Act, or authorised by the Board of Directors.

Audit

138. At least once in every year the Books of Account of the Company shall be examined by one or more Auditors.
139. The Company may appoint in its annual general meeting an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting from the date of that meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be such as may be prescribed subject to the ratification by members at every annual general meeting. The appointment is made with the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be prescribed, shall be obtained from the auditor. The appointment, remuneration, rights and duties of the Auditor or Auditors shall be regulated by Section 139 to 147 of the Act.
140. In case of casual vacancy in the office of auditor, such vacancy shall be filled by the board of the Company within thirty days of such vacation and if such vacancy is created due to resignation, the appointment shall be made by the company in the general meeting within three months of the recommendation and the auditor so appointed shall hold office till the conclusion of next annual general meeting.

141. The company shall comply with the provisions of the rotation of auditors provided under this act and rules made thereunder.
142. Where the Company has a branch office the provisions of Section 143 of the Act shall apply.
143. All notice and other communications, relating to any general meeting of the Company, which any member of the Company is entitled to have sent to him, shall also be forwarded to the Auditor of the Company, and the Auditor shall be entitled to attend any general meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
144. The Auditor's Report (including the Auditors' separate, special or supplementary report, if any) shall be read before the Company in general meeting and shall be open to inspection by every member of the Company.
145. Every Balance Sheet and Profit and Loss account when audited and adopted by the Company in general meeting shall be conclusive except as regards any error discovered therein within three months next after the adoption thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and henceforth shall be conclusive.

Notice and Documents

- 146.
- (i) A notice or other document may be given by the Company to any member either personally or by electronic mode or by sending it by post or through courier to him to his registered address or (if he has no registered address in India) to the address, if any, (within India) supplied by him to the Company for the giving of notice to him.
 - (ii) Where a notice or other document is sent by post:
 - (a) Service thereof shall be deemed to have been effected by properly addressing, prepaying postage, and posting a letter containing the notice or document provided that where a member has intimated to the Company in advance that notices or documents should be sent to him under certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sufficient sum to defray the expenses of doing so, service of the notice of document shall not be deemed to be effected unless it is sent in the manner as intimated by the member;
 - (b) such services shall be deemed to have been effected;
 - (i) in the case of notice of meeting at the expiration of forty eight hours after the letter containing the same is posted, and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
147. A notice or other document advertised in a newspaper circulating in the neighbourhood of the office shall be deemed to be duly served, on the day on which the advertisement appears, on every member who has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him. Any such member who has no registered address in India shall, if so required to do by the Company supply the Company with an address in India for the giving of notices to him.
148. A notice or other document may be served by the Company on the members registered jointly in respect of a share by giving the notice to the member named first in the Register in respect of the share.
149. A notice or other document may be served by the Company on the persons entitled to share, in consequence of the death or insolvency of a member, by sending it personally or through electronic mode or through the post or courier in a prepaid letter addressed to the representatives of the deceased member, by name or by title, and to assignee; in the case of the insolvent, at the address in India supplied for the purpose by the person claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.
150. Any notice required to be given by the Company to the members or any of them, and not expressly provided for by these Articles or by the Act, shall be sufficiently given if given by advertisement.
151. Any notice required to be, or which may be given by advertisement, shall be advertised once in one or more newspapers widely circulating in the neighborhood of the Office.

152. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.
153. Every person who by operation of law, transfer or any other means, shall become entitled to any share be bound by every notice in respect of such shares duly given to the person from whom he derives his title to such share, until such time as his name and address are entered in the Register.
154. Any notice or document delivered personally or sent through electronic mode or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such members be then deceased and whether or not the Company has notice of his demise, whether registered solely or jointly with other persons, for all purposes of these presents be deemed to be sufficient service of such notice or document on his executors or administrators and all persons, if any, jointly interested with him in any such share.

Secrecy Clause

155. Every Director, Auditor, Manager, Secretary, or Trustee for the Company, its members or debenture holders, members of a committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board or by the Managing Director before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any General meeting or by a court of law and except when required to do so by the Board or by the law of the Country and as may be necessary in order to comply with any of the provisions in these Articles contained.
156. Subject to the Act and these Articles, no member or any other person (other than Director) shall be entitled to enter the premises of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of any information respecting any details of the company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter which may relate to the conduct of the business of the Company and which in the opinion of the Board will be expedient in the interests of the Company to disclose or communicate.

Winding up

157. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

158. Every Officer of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names:

Sr. No	Name, Description, Addresses and Occupations of Subscribers	Signature of the Subscribers	Signature of Witness with Address and Occupation
1.	Snehdeep Aggarwal S/o Sh. C.L. Aggarwal 6/1, Sarvapriya Vihar, New Delhi – 110016 Business	Sd/-	
2.	Naresh Seth S/o Mr. D.D. Seth 6/1, Sarvapriya Vihar, New Delhi – 110016 Business	Sd/-	<p>I witnessed the signatures of the Subscribers</p> <p>Sd/-</p> <p>(ATUL MITTAL) Chartered Accountant C/o M/s. Sanjeev Chopra & Co. Chartered Accountants 2/2, Sarai Julena, Okhla Road, New Delhi - 110025</p>

Place: NEW DELHI Dated 15th day of DECEMBER, 1986

BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LIMITED HELD ON TUESDAY, 29TH SEPTEMBER 2020 THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY.

COMMENCEMENT TIME: 2:00 P.M. AND CONCLUSION TIME: 2:30 P.M.

Present

Mr. Manoj Khattar	Whole-Time Director and Member
Mr. Sandeep Seth	Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
Mr. C.L. Handa	Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

Also Present

Mr. Raj Kumar Chawla	Chief Financial Officer
Ms. Shilpa Budhia	Company Secretary
Mr. R. B. Sharma	Statutory Auditor, Partner (M/s. KASG & Co. Chartered Accountants)
Mr. Ravi Sharma	Secretarial Auditor, Partner (M/s. RSM & Co Company Secretaries) (Appointed as Scrutinizer for Remote E-voting and Insta Poll Voting)

Shareholders Present through Video Conference

Shareholders (In Person)	45
Shareholders (By Proxy)	0
Shareholders (Representative of Body Corporate)	4

1. CHAIRMAN

Mr. Snehdeep Aggarwal, Chairman, had conveyed his inability to attend the meeting due to his pre-occupations.

Mr. Ramesh Bhatia, Mr. Nikhil Aggarwal, Mr. Shashank, Mr. A. Sahasranaman, Mr. Robert Burton Moore Jr. and Mrs. Swathi M had expressed their inability to attend the Meeting and had requested leave of absence for the same.

The Company Secretary welcomed all the Directors, Chief Financial Officer, Auditors and Shareholders who joined the 33rd Annual General Meeting (AGM) of the Company through Video conference.


CHAIRMAN'S INITIALS

The Company Secretary then introduced the members of the Board, Mr. Manoj Khattar, Mr. Sandeep Seth and Mr. C. L. Handa who had joined the Meeting through Video Conference. She also introduced the Chief Financial Officer, the Statutory Auditor and the Secretarial Auditor of the Company. The Board Members and other Dignitaries also greeted the shareholders who attended the Meeting through Video Conference.

The Company Secretary further informed that Mr. Manoj Khattar, Whole Time Director was going to preside over the Meeting as the Chairperson of the AGM.

The proceedings of the AGM were going to be recorded and the transcript of the Meeting would be uploaded on the website of the Company.

All the shareholders who had joined the Meeting were placed on mute mode by default to ensure smooth functioning and transmission of the Meeting's proceedings.

Since all the Members had joined the Meeting through Video Conferencing and other Audio Visual mode, pursuant to the Circular of Ministry of Corporate Affairs, the facility to appoint the proxy to attend and vote on behalf of the members was not available for this AGM.

QUORUM

As requisite quorum was present, the Chairman called the Meeting to order.

At the outset, the Chairman welcomed all the members present through Video conference at the 33rd AGM of the Company.

He further informed the members that the Statutory Registers as required by the Companies Act, 2013 would be available for the Shareholders to view on request. The interested Shareholders who wish to inspect these documents were requested to Contact - Mr. Vinod Sandal (Mobile No. 9818040689) , Manager - Secretarial Department.

The Chairman further informed that there were no qualifications, observations or comments by the Statutory Auditor as well as the Secretarial Auditor, in their respective Audit Reports for the financial year ended 31st March, 2020.

With the consent of the members present, the Notice thereof convening the Meeting, the Report of the Board of Directors along with Annexures thereto and the Financial Statements for the financial year ended 31st March, 2020 as circulated to all the Members in compliance with the relevant circulars of MCA were taken as read.

Thereafter it was further informed that the Company had provided remote e-voting facility through CDSL e-voting system to enable the shareholders to cast their vote electronically. The remote e-voting period commenced on 9.30 A.M. on Saturday, 26th September, 2020 and ended on Monday, 28th September, 2020 at 5.00 P.M. The members were also informed that online voting would be open for 15 minutes at the conclusion of the meeting to enable those members who have not voted earlier through remote voting during the aforesaid period on all Ordinary business as set out in items 1 to 2 and Special Business as set out in items 3 to 5 of the Notice of the 33rd Annual General meeting.

It was also informed that Mr. Ravi Sharma, Partner of M/s. RSM & Co, had been appointed as the Scrutinizer.

CHAIRMAN'S
INITIALS

The members were informed that the Combined results of remote e-voting, and Online- Voting conducted at the meeting, would be declared by the Chairman of the meeting, within 48 hours from the conclusion of the meeting. The results to be declared for each resolution would indicate separately the votes casted by the Members in favour and against each resolutions and would be immediately intimated to the Stock Exchanges, NSE and BSE.

The members were informed that there were in total 5 (Five) resolutions proposed to be passed at the AGM and the same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the resolution had been put to vote through remote e-voting, the resolutions were taken as read. For the benefit of members attending the Meeting, the Company Secretary provided a brief of the resolutions.

Following agenda and resolutions as mentioned in the Notice thereof of the AGM were deemed to be approved by the members:

1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31ST MARCH 2020 (Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March 2020 together with Report of Auditors' and Board of Directors' thereon be and are hereby approved and adopted."

2. RE-APPOINTMENT OF MR. ROBERT BURTON MOORE JR (DIN: 08108097), AS DIRECTOR (ORDINARY RESOLUTION)

"RESOLVED THAT Mr. Robert Burton Moore Jr (DIN: 08108097), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

3. RATIFICATION AND APPROVAL OF THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) ratification and approval of the Company be and is hereby accorded for payment of consultancy fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2020, to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for Marketing of the Company's business so however that the aggregate remuneration shall not exceed Rs. 10,00,000/- per month.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed


CHAIRMAN'S
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necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

4. APPROVAL OF THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN 08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS (SPECIAL RESOLUTION)

"**RESOLVED THAT** pursuant to the provision of Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby accorded for payment of remuneration to Mr. Robert Burton Moore Jr. (DIN 08108097), Non-Executive Director of the Company, details whereof are set out in the Explanatory Statement, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors."

"**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. APPROVAL FOR APPOINTMENT OF MRS. SANNOVANDA MACHAIAH SWATHI (DIN: 06952954) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sannovanda Machaiah Swathi (DIN: 06844250), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 01st April, 2020 till 31st March, 2025, whose period of office will not be liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

All the above resolutions were briefed and deemed to be read, the Chairperson then took over the proceedings and invited Members who had previously registered with the Company to raise queries, if any.

The Company Secretary requested the registered speakers to proceed with their queries one by one.



CHAIRMAN'S
INITIALS

The list of shareholders who had registered themselves to speak included:

Sl No.	Name of shareholders	DEMAT Account no.
1	Mr. Bharat Kapoor	IN30165310369881
2	Mr. Lokesh Gupta	1304140007635382
3	Mr. Jasmeet Singh	IN30226910987503
4	Mr. Pramod Kumar Jain	IN 30039414752520
5	Mr. Ajay kumar Jain	1203230004049043
6	Mr. Yash Pal Chopra	IN30070810592558

All the shareholders mentioned above raised their queries in the Meeting apart from Mr. Bharat Kapoor who did not speak at the AGM due to some technical fault.

The Chairperson and Mr. Raj Kumar Chawla, Chief Financial Officer of the Company responded to the concerns and queries raised by the Members to their satisfaction. The suggestions of the Members were noted by the Management.

The Chairperson thanked all the shareholders for their co-operation in conducting the Meeting through Video Conferencing for the first time.

Thereafter the Meeting was concluded by the Chairman at 2:30 p.m.

The results of the e-voting (attached as Annexure 1) was declared on 1st October, 2020 based on the consolidated Scrutiniser's report on e-voting conducted during the period from 9.30 A.M. on Saturday, 26th September, 2020 till Monday, 28th September, 2020 at 5.00 P.M. and e-voting conducted at the AGM.

The results declared along with the Scrutinizer's Report were placed on the Company's website and on the website of CDSL and the same was also communicated to BSE and NSE. All the resolutions as set out in item no. 1 to 5 of the Notice thereof were transacted and declared/approved with requisite majority.

Date: 19/10/2020
Place: Gurugram



CHAIRMAN

Date of entry in the minute book: 12.10.2020

CHAIRMAN'S
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REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1	90000047	09/01/2009	15/02/2010	Immovable Property	3 Crore	IN 61 14399 Bank Limited Connaught Place, New Delhi	
2	90000047				3 Crore	IN 61 14399 Bank Limited Connaught Place, New Delhi - 2	
3	90000047				5 Crore	IN 61 14399 Bank Limited Connaught Place, New Delhi - 2	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	11/05/2015	15/07/2015		Corporate Guarantees to J.R. Leather Int'l Ltd.				
					03/02/2010	24/02/2010		



MD/Director/Secretary/Whole time Director

Signature:

REGISTER OF

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CHARGES

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1	2	3	4	5	6	7	8
J	10063731	15/01/2007	16/01/2007	Plant Machinery	2.50000	JINJA Vidyut Bank Limited Nayan Mahal, Ground Floor Shop No. C-1 to C-5, I Floor, Shop No. 1001 to 1007, BangKumbh Road, New Delhi - 110001.	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Cancellation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	17/06/2008	05/01/2009		Immediate p x Party.	03/02/2008	27/02/2008		



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S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	10320939	20/11/2014		Bank Debts Movable Property Floating charge		CTBC Bank Limited Connaught Place, New Delhi 110021	
2.	10320938	—	—	—	10 Crs	CTBC Bank Limited Connaught Place, New Delhi-110021	
3.	10320939	—	—	—	10 Crs	CTBC Bank Limited Connaught Place, New Delhi - 110021	
4.	10320939	—	—	—	20 Crs	CTBC Bank Limited Connaught Place New Delhi - 110021	
5.	10320939	—	—	—	20 Crs	CTBC Bank Limited Birla Tower, upper Ground Floor 25, Banakhambh Road, New Delhi - 110021.	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	—	—	—	—	—	—	—	—
	12/06/2015			Bank Debts Movable Floating charge	—	—	—	—
	29/01/2015			Bank Debts Movable Floating charge	—	—	—	—
	18/03/2014			Bank Debts Movable Floating charge	—	—	—	—
	30/03/2015			Bank Debts Movable Floating charge	15/06/2016	16/06/2016		



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1	2	3	4	5	6	7	8
1.	10309130	21/12/2012		Immediate Property	21000000	IDBI Bank Limited Indracon Tower 1st Floor New Delhi 110055	
2.	10309130	-	-	Immediate Property	21000000	IDBI Bank Limited Indracon Tower 1st Floor Indraprastha Extn New Delhi 110055	
3.	10309136	-	-	-	21000000	IDBI Bank Limited Indracon Tower 1st Floor Indraprastha Extn New Delhi 110055	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	-	-	-	-	-	-	-	-
	31/03/2014	19/07/2014		Immovable Properties	-	-	-	-
	-	-	-	-	22/05/2017	19/09/2017	-	-



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1	2	3	4	5	6	7	8
1	10c166481	23/03/2018	06/04/2018	Clearing Charge	600000	RBL Bank Limited Shahapur Kalthapur, Maharashtra 416001	
				Bank Debt Current Assets			
2	10c166481	-	-	-	600000	RBL Bank Limited Shahapur Kalthapur, Maharashtra - 416001	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	-	-	-	-	-	-	-	-
					08/01/2019	15/01/2019	-	-



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1	2	3	4	5	6	7	8
J	90044124	18/03/2004	17/04/2004	Stock in Trade Machinery Books Debts	12 Crs	JNCA Vysya Bank Limited G-35, Connaught Circus, New Delhi - 110001.	
L	90044124	-	-	Immovable Property	11.54 Crs	JNCA Vysya Bank Limited Narayan Manzil Ground Floor Shop No G1 to G5, 1 st Floor Shop No 1001 to 1007 Bazaar Chandi Road, New Delhi - 110001.	
S	90044124	-	-		11.54 Crs	JNCA Vysya Bank Limited Narayan Manzil Ground Floor Shop No G1 to G5, 1 st Floor Shop No 1001 to 1007 Bazaar Chandi Road, New Delhi - 110001.	
A	90044124	-	-		24 Crs	Kotak Mahindra Bank Limited Kotak AGENCY, 1st Floor Assets Area 9, JBS Commercial Block, Hospitality District Aerocity, New Delhi - 110037.	
S	90044124	-	-		24 Crs	Kotak Mahindra Bank Limited	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
		29/11/2007		Immovable Property				
		17/06/2008	03/07/2008	Immovable Property				
		12/05/2010	01/01/2010	Immovable Property and a Building				
					12/12/2009	24/12/2019		



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S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	90042532	29/07/1999	09/07/1999	Immovable Property	3221-82 Lakhs	Corporation Bank H-4, Greater Kailash-II	
2.	90042532				76-25 Crores	Corporation Bank M-4, Greater Kailash - II New Delhi - 110048	
3.	90042532				31-25 Crores	Corporation Bank M3&4, Greater Kailash-II New Delhi - 110048.	
4.	90042532				40-25 Crores	Corporation Bank Greater Kailash - II, N.D. 48	
5.	90042532				121-25 Crores	Corporation Bank Greater Kailash-II N.D. 48	
6.	90042532				121-25 Crores	Corporation Bank Greater Kailash-II N.D. 48	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condensation of Delay if any	Reasons for Delay in Filing for Registration or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
	16/05/2019			Immovable Property.				
	12/07/2019			Immovable Property				
	05/07/2019			Bank Debt Movable Property Stocks				
	08/06/2019			Immovable Property Bank Debt Movable Property Stocks				
	27/02/2019	16/01/2015		Immovable Property.				
				Movable Property Bank Debt Stocks				



REGISTER OF

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S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	90044713	13/05/2015	06/07/2015	Current Assets	5 Crores	INCA VISHA BANK Limited Connaught Place New Delhi	
2.	90044713	-	-	-	15 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road, New Delhi - 110001	
3.	90044713	-	-	-	13 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road New Delhi - 110001	
4.	90044713	-	-	-	11.50 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road New Delhi - 110001	
5.	90044713	-	-	-	11.50 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road New Delhi - 110001	
6.	90044713	-	-	-	23 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road New Delhi - 110001	
7.	90044713	-	-	-	35 Crores	INCA VISHA BANK Limited Naxos Manzil, Ground Floor Shop No. G1 to G5, 1 st Floor, Shop No. 1001 to 1007 Bawarchamba Road New Delhi - 110001	

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
-	-	-	-	-	-	-	-	-
-	10/12/2014	-	Supplemental Corporate Hypothecation Agreement, Facility Agreement	Book Debt on Movable Property Floating Charge	-	-	-	-
-	25/01/2015	-	Supplemental Corporate Hypothecation Agreement, Facility Agreement	Book Debt on Movable Property	-	-	-	-
-	16/01/2014	-	Letter of Renewal	Immovable Property	-	-	-	-
-	02/06/2014	-	Memorandum of Entry	Immovable Property	-	-	-	-
-	07/01/2015	-	Supplemental Deed of Hypothecation	Current Assets	-	-	-	-
-	11/01/2014	11/01/2014	Supplemental Deed of Hypothecation	Floating Book Debt	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

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Rule 10 of Companies (Registration of Charges) Rules, 2014)



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1	2	3	4	5	6	7	8
1	10086343	10/01/2008		Bank Debt Movable Property	2000000	IDBI Limited IFCT Tower, 12th Floor, Connaught Place, New Delhi - 110019.	
2	10086343	-	-	-	5000000	IDBI Limited 11th Floor, Surya Kisan Building, K-6, Market, New Delhi - 110001.	
3	10086343	-	-	-	4500000	IDBI Bank Limited Indian Red Cross Society Building, 1 Red Cross Road, New Delhi - 110001.	
4	10086343	-	-	-	5000000	IDBI Bank Limited Indian Red Cross Society Building, 1 Red Cross Road, New Delhi - 110001.	
5	10086343	-	-	-	2000000	IDBI Bank Limited 51/3, Dush Bawliya Gupta Road opposite Khalsa College, Kirti Nagar, New Delhi - 110005.	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Agreement of Hypothecation of immovable assets	-	-	-	-	-	-	-	-
-	11/01/2008	-	Supplemental Deed of Hypothecation	Bank Debt Existing Charge	-	-	-	-
-	-	-	-	Current Asset	-	-	-	-
-	01/01/2008	-	Deed of Hypothecation	Bank Debt Existing Charge	-	-	-	-
-	-	-	-	Current Asset	-	-	-	-
-	11/01/2008	-	Supplemental Deed of Hypothecation	Bank Debt Existing Charge	-	-	-	-
-	-	-	-	Current Asset	-	-	-	-
-	23/01/2008	27/01/2008	Modification of charges	Bank Loan Assets	-	-	-	-
-	-	-	-	-	-	-	-	-



REGISTER OF

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1	2	3	4	5	6	7	8
1	10411174	22/02/2013		Immovable Property Bank Debt Movable Property Current & Fixed Assets	46-70 Crores	State Bank of India Industrial Finance Branch Jawahar Nagar, Okhla, Delhi MIDC, New Delhi - 110001	
2	10411174	-	-	-	46-70 Crores	State Bank of India Industrial Finance Branch Jawahar Nagar, Okhla, Delhi MIDC, New Delhi - 110001	
3	10411174	-	-	-	46-70 Crores	State Bank of India SME Charges Branch Vaidika First Floor, Plot No. 10 Road, Gurgaon - 122002	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Commencement of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Payment of Hypothecation	-	-	-	-	-	-	-	-
-	21/10/2013	23/10/2013	Plan Power Letter Letter of Guarantees	Immovable Property Bank Debt Movable Property Current & Fixed Assets	-	-	-	-
-	15/05/2013	13/05/2013	Letter of Assignment Deed of Supplemental Payment of Loan Loan Agreements	Immovable Property Movable Property Plant & Machinery	-	-	-	-



REGISTER OF

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1	2	3	4	5	6	7	8
1	10491412	31/03/2014	23/05/2014	Deed of Hypothecation	3000000	Industrial Bank Limited Dr. Gopal Das Bhargava, 2B Bansal Park 3rd Road, New Delhi - 110011	
2	10491412	-	-	-	470000	Industrial Bank Limited 2401 Green Timpany Road Condominium Phase 1A - 411001	
3	10491412	-	-	-	510000	Industrial Bank Limited 2401 Green Timpany Road Condominium Phase 1A - 411001	
4	10491412	-	-	-	74.50 Acres	Industrial Bank Limited	

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
-	-	-	-	-	-	-	-	-
-	05/12/2014	25/01/2015	Supplemental Deed of Hypothecation	Bank Debts Current Assets	-	-	-	-
-	-	-	-	-	-	-	-	-
-	21/06/2014	-	Supplemental Deed of Hypothecation	Banking Bank Debts Current Assets	-	-	-	-
-	21/05/2014	10/06/2014	-	Current Assets Movable Fixed Assets	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1	10439248	20/01/2014		Electing charge Book of Right Commercial Block	25 Crores	Kotak Mahindra Bank Limited 7th Floor, Ambedkar Building 14 K. G. Marg, Connaught Place New Delhi - 110002	
2	10439248	-	-	-	58 Crores	Kotak Mahindra Bank Limited 11th Floor, Assets Area 9, IIFL Commercial Block, Hospitality Dist. New Delhi - 110002	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Deed of Hypothecation	-	-	-	-	-	-	-	-
-	17/05/2014	18/05/2014	Supplemental Deed of Hypothecation	Immovable Property	-	-	-	-
-	-	-	-	1-leafing charge	-	-	-	-
-	-	-	-	Book Deed of Mortgage	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	16550731	01/12/2014	25/01/2015	Bank Debt Stocks	15 Crores	HDFC Bank Limited 2nd Floor, Indian Express Building 9-10, Bahadur Shah Zafar Marg, TTC, New Delhi - 11002	
2.	16550731	-	-	-	55.25 Crores	HDFC Bank Limited 2nd Floor, Indian Express Building, 9-10 Bahadur Shah Zafar Marg, TTC, ND-2	
3.	16550731	-	-	-	65.20 Crores	HDFC Bank Limited HDFC Bank House, Senapati Basant Marg, Lower Panel (D) Kamla - 40013	

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Letter of Hypothecation	-	-	-	-	-	-	-	-
-	18/01/2015	26/05/2015	Letter of Hypothecation	Following Movable Property Bank Debt Stocks	-	-	-	Delay in execution of Documents
-	27/05/2015	22/06/2015	Supplemental Deed of Hypothecation	Following Bank Debt Current Assets	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	10562876	25/03/2015	22/04/2015	Immovable Property Fixed Assets	6-75 Crores	Axis Bank Limited 2nd Floor, Statesman House, 148 Barakhamba Road, New Delhi-110002	
2.	10562876	-	-	-	6-75 Crores	Axis Bank Limited Corporate Banking Branch 2nd Floor, Panss Nath Capital Building Gole Market New Delhi-110001.	
3.	10562876	-	-	-	50.00 Crores	Axis Bank Limited Corporate Banking Branch 3rd Floor, Plot No. 25, Pusa Road, New Delhi-110005.	
4.	10562876	-	-	-	55.00 Crores	Axis Bank Limited Corporate Banking Branch 3rd Floor, Plot No. 25, Pusa Road, New Delhi-110005.	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Deed of Hypothecation	-	-	-	-	-	-	-	-
-	24/02/18	02/01/19	Memorandum of Entry	Immovable Property	-	-	-	-
-	-	-	-	-	-	-	-	-
-	13/05/19	18/05/19	No DUES Certificate	Immovable Property	-	-	-	-
-	-	-	-	-	-	-	-	-
-	25/02/19	26/01/19	Memorandum of Entry (Extension of Equitable mortgage)	Immovable Property	-	-	-	-
-	-	-	-	-	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1	100048829	30/08/2016	30/09/2016	Immovable Property	22.00 Crores	HDFC Bank Limited HDFC Bank House, Sargent Barot Marg, Lower Parel(W) Mumbai - 400013	
2	100048829	-	-	-	22.00 Crores	HDFC Bank Limited HDFC Bank House, Sargent Barot Marg, Lower Parel(W) Mumbai - 400013	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Memorandum of Entry	-	-	-	-	-	-	-	-
-	30/08/16	21/09/17	Memorandum of entry (Extension of Equitable Mortgage)	Immovable Property				Due to inaction



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)

NBS

S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Address of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1	MC154255	15/11/2017	15/11/2017	Immovable Property	33.25 crores	M/S. Bank of India M/S. Bank of India Plot No. 10, Sector 10, Gurgaon Haryana - 122001	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Cancellation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Power of Attorney								
Charge Deed								
Transfer Deed								
By Deed								
Title Deed								



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

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S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100233010	30/07/2018	30/07/2019	Fixed Assets Movable Property Receivable	10-00 CASH	Yes Bank Limited 4/F, Narayana Group, Connaught Place New Delhi - 110021.	
2.	100233010	-	-	-	10-00 CASH	Yes Bank Limited Nehru Centre, 4th Floor, Discovery of India Dr. P.B. Road Connaught, Mumbai - 400015	
3.	100233010	-	-	-	10-00 CASH	Yes Bank Limited Yes Bank Tower, TFC-2, 15th Floor, Senapati Bapat Marg G. Palihavale, W. Mumbai - 400013	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Deed of Hypothecation	-	-	-	-	-	-	-	Delay due to getting the documents from Bank
-	30/07/18	25/02/19	Memorandum of Entry	Movable Property Plant & Machinery	-	-	-	Due to operational delay.
-	10/07/19	29/03/19	Memorandum of Entry	Immovable Movable Property TFC-2 & Plant and Machinery	-	-	-	Due to operational delay.



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

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Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100240787	28/12/2018	28/01/2019	Immovable Property	78.00 Crores	Industrial Bank Limited 2401 Gen Thimmayya Road, Centerment, Pune, MH-411001	
2.	100240787	-	-	-	79.00 Crores	Industrial Bank Limited 2401 Gen Thimmayya Road, Centerment, Pune, MH-411001	
3.	100240787	-	-	-	79.00 Crores	Industrial Bank Limited 2401 Gen Thimmayya Road, Centerment, Pune, MH-411001	
4.	100240787	-	-	-	79.00 Crores	Industrial Bank Limited 2401 Gen Thimmayya Road, Centerment, Pune, MH-411001	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Memorandum of Entry for Deposits of Title Deed	-	-	-	-	-	-	-	Due to inadvertent Error
	02/01/20	07/01/20	Supplemental Memorandum of Entry	Immovable Property	-	-	-	-
	03/01/20	30/05/21	Letter dated 03/01/2021	Immovable Property	-	-	-	-
	15/01/20	30/05/21	Supplemental Memorandum of Entry	Immovable Property	-	-	-	-



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S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100270153	05/06/2019	26/06/19	Banking Debt Current Assets	2000000	YES BANK Limited YES BANK Tower JFC-2 15th Floor Sector 13 Gurgaon, Haryana (IN) PIN-122001	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Debt of Hypothecation								

REGISTER OF

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Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100300278	14/10/2019	15/11/2019	Book Debts Current Assets	50.00 Crores	SBI Bank Limited Shop No. 4 DLF Capital Point Baba Khavak Singh Marg, Connaught Place New Delhi-110001	
2.	100300278	-	-	-	49.83 Crores	SBI Bank Limited Shop No. 4 DLF Capital Point Baba Khavak Singh Marg, Connaught Place New Delhi-110001	

Description of the instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Deed of Hypothecation	-	-	-	-	-	-	-	-
-	22/02/21	26/02/21	Supplemental Deed of Hypothecation	Book Debt Asset	-	-	-	-
-	-	-	-	-	-	-	-	-



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

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Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100354198	26/06/2020	26/07/2020	Immovable Property Following Charge Book Debt Current Assets	3-10 Crores	Union Bank of India Greater Kailash Branch M-34, Shopping Centre, Greater Kailash-II, New Delhi - 110048	
2.	100354198	-	-	-	5.95 Crores	Union Bank of India Greater Kailash II Branch M-34, Shopping Centre, G.K. II New Delhi - 110048	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
SD 10 Term Loan Agreement	-	-	-	-	-	-	-	-
SP 26 Completion Hypothecation Deed	-	-	-	-	-	-	-	-
Letter of Continuity Satisfaction letter	-	-	-	-	-	-	-	-
-	02/06/21	22/07/21	Term Loan Agreement Immovable Property	-	-	-	-	-



REGISTER OF

{Pursuant to Section 85 of Companies Act, 2013 and

S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	100416695	10/02/2021	24/02/2021	Floating charge movable property Book Debt Current Assets & M/A	3.44 Crores	Yes Bank Limited Yes Bank Tower One International Centre, Tower II, 15th Floor, Senapati Bapat Marg, Elphinstone (W) Mumbai 400013.	
2.	100416685	—	—	—	3.44 Crores	Yes Bank Limited IFF Western Express Highway Santa Cruz East, Mumbai 400055.	

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Deed of Hypothecation	—	—	—	—	—	—	—	—
—	21/06/21	08/07/21	MoE and Declaration	Immovable Movable Property Book Debt Second charge upon existing charge.	—	—	—	—



REGISTER OF

(Pursuant to Section 85 of Companies Act, 2013 and

CHARGES

Rule 10 of Companies (Registration of Charges) Rules, 2014)



S. No.	Charges ID	Date of Creation of Charge or Date of Acquisition of Property Subject to Charge	Date of Registration of Creation of Charge	Short Description of the Property Charged	Period and Amount Secured by the Charge	Name and Addresses of the Charge Holder	Particulars of the Terms and Conditions of the Charges
1	2	3	4	5	6	7	8
1.	10049101	27/03/2011	27/03/2011	Immovable Property, Rec. Debt	15.00 Crores	HDFC Bank Limited HDFC Bank House, 6th Floor, Bapat Nagar, Lower Parel (W) Mumbai - 400013	
2.	10051027	-	-	-	15.00 Crores	HDFC Bank Limited HDFC Bank House, Bapat Nagar, Lower Parel, Mumbai - 400013	

Description of the Instruments Creating the Charges	Date of Modification of charge	Date of Registration of Modification of Charge	Description of the Instruments Modifying the Charge	Particulars of Modification	Date of Satisfaction	Date of Registration of Satisfaction	Facts and Date of Condonation of Delay if any	Reasons for Delay in Filing for Registration of Creation, Modification or Satisfaction of the Charge, if any
9	10	11	12	13	14	15	16	17
Facility Charge Hypothecation Agreement	-	-	-	-	-	-	-	-
-	27/03/2011	05/07/2011	Memorandum of Revocable mortgage by deposit of title deeds by way of constructive delivery	Immovable Property	-	-	-	-



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales		11-08-2014
	Word Fashion Trade	Mr. Snehdeep Aggarwal		Sales		11-08-2014
		MR. Nikhil Aggarwal				
	Bharat Global Markets Ltd	Mr. Snehdeep Aggarwal		Sales		11-08-2014
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work		11-08-2014
	Word Fashion Trade	Mr. Snehdeep Aggarwal		Purchase		11-08-2014
	Itobin Management Services Pvt. Ltd	Mr. Nikhil Aggarwal		Ticketing		11-08-2014
	Ultima Thabra	Mr. Nikhil Aggarwal		Commission Paid		11-08-2014
	Ms. Karmal Aggarwal	Mr. Snehdeep Aggarwal		Rent		11-08-2014
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Lease Rent Paid		11-08-2014
	Bharat City Develop Pvt. Ltd	Mr. Snehdeep Aggarwal		Lease Rent Received		11-08-2014

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
4	All	-		12-11-2014		27139288.00	NA		
4	All	-		12-11-2014		2506018.00	NA		
4	All	-		12-11-2014		409863.00	NA		
4	All	-		12-11-2014		27161819.00	NA		
4	All	-		12-11-2014		1552770.00	NA		
4	All	-		12-11-2014		2332335.00	NA		
4	All	-		12-11-2014		1547790.00	NA		
4	All	-		12-11-2014		120000.00	NA		
4	All	-		12-11-2014		27,000	NA		
4	All	-		12-11-2014					

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date:
Place:



Signature

**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company: Nature of Concern or Interest:	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales		12-11-2014
	World Fashion Trade	Mr. Snehdeep Aggarwal Mr. Nikhil Aggarwal		Sales		12-11-2014
	Bhartiya Global Marketing Ltd.	Mr. Snehdeep Aggarwal		Sales		12-11-2014
	Design Industry Ltd			Sales		12-11-2014
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Jobs Work		12-11-2014
	World Fashion Trade	Mr. Snehdeep Aggarwal Mr. Nikhil Aggarwal		US Charge		12-11-2014
	World Fashion Trade	Mr. Snehdeep Aggarwal		Commission Paid		12-11-2014
	Itopia Management Services Pvt. Ltd.	Mr. Nikhil Aggarwal Mr. Snehdeep Aggarwal		Marketing		12-11-2014
	Ultimo Italia	Mr. Nikhil Aggarwal		Commission Paid		12-11-2014
	Mrs. Kamal Aggarwal	Mr. Snehdeep Aggarwal		Rent		12-11-2014
	Bhartiya Global Marketing Ltd.	Mr. Snehdeep Aggarwal		Lease Rent Paid		12-11-2014
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Lease rent Paid		12-11-2014
	Bhartiya City Development Ltd	Mr. Snehdeep Aggarwal		Lease Rent Paid		12-11-2014

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 18 (1) of Companies (Meetings of Board & Its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutra.						
8	9	10	11	12	13	14	15	16	17
7	All			13-02-2015		55268357.00	NA		
7	All			13-02-2015		26659602.00	NA		
7	All			13-02-2015		703408100	NA		
7	All			13-02-2015		45129442.00			
7	All			13-02-2015		5382092.00	NA		
7	All			13-02-2015		9086632.00	NA		
7	All			13-02-2015		2000000.00			
7	All			13-02-2015		5314654.00	NA		
7	All			13-02-2015		37656006.00	NA		
7	All			13-02-2015		240000.00	NA		
7	All			13-02-2015		100,000.00			
7	All			13-02-2015		54,000.00	NA		
7	All			13-02-2015		10652400.00	NA		

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director: Company, Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales		13-02-2015
	World Fashion Trade	Mr. SnehdEEP Aggarwal Mr. Nikhil Aggarwal		Sales		13-02-2015
	Bhastya Global Marketing Limited	Mr. SnehdEEP Aggarwal		Sales		13-02-2015
	Design Industry Ltd.			Sales		13-02-2015
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Job Work		13-02-2015
	World Fashion Trade	Mr. SnehdEEP Aggarwal Mr. Nikhil Aggarwal		Purchase		13-02-2015
	Ultima Italia	Mr. Nikhil Aggarwal		Purchase		13-02-2015
	World Fashion Trade	Mr. SnehdEEP Aggarwal Mr. Nikhil Aggarwal		Commission Paid		13-02-2015
	Itopia Management Services (India) Pvt. Ltd.	Mr. SnehdEEP Aggarwal		Ticketing		13-02-2015
	Ultima Italia	Mr. Nikhil Aggarwal		Commission Paid		13-02-2015
	Mrs. Kanwal Aggarwal	Mr. SnehdEEP Aggarwal		Rent		13-02-2015
	Bhastya Global Marketing Limited	Mr. SnehdEEP Aggarwal		Lease Rent Paid		13-02-2015
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Lease Rent Paid		13-02-2015
	Bhastya City Developments Pvt. Ltd.	Mr. SnehdEEP Aggarwal		Rent Received		13-02-2015

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
7	All			25-05-2015		99263319.00	N.A.		
7	All			25-05-2015		35153693.00	N.A.		
7	All			25-05-2015		1034031.00	N.A.		
7	All			25-05-2015		7052377.00	NA		
7	All			25-05-2015		78648337.00	NA		
7	All			25-05-2015		12121284.00	NA		
7	All			25-05-2015		44630.00			
7	All			25-05-2015		20,000,000.00	NA		
7	All			25-05-2015		11078360.00	NA		
7	All			25-05-2015		7194438.00	NA		
7	All			25-05-2015		360000.00	NA		
7	All			25-05-2015		1000000.00	NA		
7	All			25-05-2015		81,000.00	NA		
7	All			25-05-2015		10652400.00	NA		

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



REGISTER OF CONTRACTS, CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Table with 7 columns: Date of Contract Arrangement, Name of the Party with which Contract is entered into, Name of the Interested Director, Relation with Director, Principal Terms and Conditions, Whether the Transaction is at Arm's Length Basis, Date of Approval at the Meeting of the Board. Rows include Ultima SA, World Fashion Trade, Bhartiya Global Marketing Limited, Design Industry Ltd, Ultima Italia, Bhartiya City Developers Pvt. Ltd., J & J Leather Enterprises Ltd, World Fashion Trade, Ultima Italia, World Fashion Trade, Itopia Management Services (India) Pvt. Ltd., Ultima Italia, Mrs. Kanwal Aggarwal.

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Table with 2 columns: Name of the Companies / Bodies Corporate / Firms / Association of Individuals, Name of the Interested Director. Includes handwritten note 'Entry to Next Page'.

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]

is concerned or interested under sub-section (2) of Section 184



Table with 17 columns: Details of Voting on such Resolution (No. of Directors Present, Voting in Favour, Against, Remaining Neutral), Date of the Next Meeting, Reference of Specific Items, Amount of Contract, Date of Shareholders Approval, Signature, Remarks. Rows show voting details for various resolutions.

under sub-section (1) of Section 184, in which any director is having any concern or interest

Table with 3 columns: Nature of Interest or Concern / Change in Interest or Concern, Shareholding, Date on which Interest or Concern Arose/Changed. Includes fields for Date and Place.



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 188 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Bharatya Global Markets Ltd	Mr. Snehdeep Aggarwal		Lease Rent Paid		25-05-2015
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Lease Rent Paid		25-05-2015
	Bharatya City Developments Pvt. Ltd.	Mr. Snehdeep Aggarwal		Rent Received		25-05-2015

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
7	All			06-08-2015		100,000.00	NA		
7	All			06-08-2015		139,500.00	NA		
7	All			06-08-2015		21,3042.00	NA		

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date : _____
Place : _____



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	ULTIMA SA			Sales	Yes	06-09-2015
	World Fashion Trade			Sales	Yes	06-08-2015
	Design Industry Ltd.			Sales	Yes	06-08-2015
	J&J Leather Enterprises Ltd.			Job Work	Yes	06-08-2015
	World Fashion Trade			Purchase	Yes	06-08-2015
	World Fashion Trade			Commission Paid	Yes	06-08-2015
	Italia Management Services (India) Pvt. Ltd.			Ticketing	Yes	06-08-2015
	Ultima Italia			Commission Paid	Yes	06-08-2015
	Ultima SA			Commission Paid	Yes	06-08-2015
	Mrs. Kamraj Aggarwal			Rent	Yes	06-08-2015
	Bhartiya Global Marketing Ltd.			Lease Rent Paid	Yes	06-08-2015
	J&J Leather Enterprises Ltd.			Lease Rent Paid	Yes	06-08-2015
	Bhartiya City Developments Pvt. Ltd.			Rent Received	Yes	06-08-2015
	Bhartiya International Lez Ltd.			Recovery of Mahatane	Yes	06-08-2015

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184



Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				09-11-2015		10458382.00			
				09-11-2015		7157104.00			
				09-11-2015		23263287.00			
				09-11-2015		27462447.00			
				09-11-2015		555448.00			
				09-11-2015		10263100.00			
				09-11-2015		3565935.00			
				09-11-2015		11030554.00			
				09-11-2015		9392132.00			
				09-11-2015		120000.00			
				09-11-2015		100000.00			
				09-11-2015		300000.00			
				09-11-2015		5326200.00			
				09-11-2015		672623.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



REGISTER OF CONTRACTS AND BODIES ETC. IN

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 186 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	09-11-2015
	World Fashion Trade			Sales	Yes	09-11-2015
	Bhartiya Global Marketing Limited			Sales	Yes	09-11-2015
	Design Industry Ltd			Sales	Yes	09-11-2015
	J&J Leather Enterprises Ltd			Job work	Yes	09-11-2015
	World Fashion Trade			Purchase	Yes	09-11-2015
	World Fashion Trade			Commission Paid	Yes	09-11-2015
	Itapla Management Services Company Ltd			Ticketing	Yes	09-11-2015
	Ultima India			Commission Paid	Yes	09-11-2015
	Ultima SA			Commission Paid	Yes	09-11-2015
	Mrs. Kanwal Aggarwal			Rent	Yes	09-11-2015
	Bhartiya Global Marketing Ltd			Lease Rent Paid	Yes	09-11-2015
	J&J Leather Enterprises Ltd			Lease Rent Paid	Yes	09-11-2015
	Bhartiya City Developments Pvt. Ltd.			Rent Received	Yes	09-11-2015
	Bhartiya International Pvt. Ltd.			Recording of Maintenance	Yes	09-11-2015

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				10-02-2016		13561199.00			
				10-02-2016		9413703.00			
				10-02-2016		-			
				10-02-2016		73654362.00			
				10-02-2016		53043065.00			
				10-02-2016		55548.00			
				10-02-2016		14849053.00			
				10-02-2016		9737092.00			
				10-02-2016		20546693.00			
				10-02-2016		4179998.00			
				10-02-2016		240000.00			
				10-02-2016		50,000.00			
				10-02-2016		600000.00			
				10-02-2016		10652400.00			
				10-02-2016		1350847.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	10-02-2016
	World Fashion Trade	Mr. Snehdeep Aggarwal		Sales	Yes	10-02-2016
	Design Industry Ltd	Mr. Nikhil Aggarwal		Sales	Yes	10-02-2016
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	10-02-2016
	World Fashion Trade	Mr. Snehdeep Aggarwal		Purchase	Yes	10-02-2016
	Ultima SA	Mr. Nikhil Aggarwal		Purchase	Yes	10-02-2016
	World Fashion Trade	Mr. Snehdeep Aggarwal		Commission	Yes	10-02-2016
	Itopia Management Services (India) Pvt Ltd	Mr. Nikhil Aggarwal		Commission	Yes	10-02-2016
	Ultima Italia	Mr. Snehdeep Aggarwal		Ticketing	Yes	10-02-2016
	Ultima SA			Commission	Yes	10-02-2016
	Ms. Kamal Aggarwal	Mr. Snehdeep Aggarwal		Rent	Yes	10-02-2016
	Bharthy's Global Markets Ltd	Mr. Snehdeep Aggarwal		Lease Rent	Yes	10-02-2016
	J & J Leather Enterprises Ltd	Mr. C. L. Handa		Lease Rent	Yes	10-02-2016
	Bharthy's City Developers Ltd	Mr. Snehdeep Aggarwal		Rent Received	Yes	10-02-2016
	Bharthy's International Sign Ltd			Recovery of Maintenance	Yes	10-02-2016

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014



is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				25-05-2016		28335812.00			
				25-05-2016		9413783.00			
				25-05-2016		18276648.00			
				25-05-2016		84198000.00			
				25-05-2016		555448.00			
				25-05-2016		51613998.00			
				25-05-2016		1138404600			
				25-05-2016		14765621.00			
				25-05-2016		42266354.00			
				25-05-2016		4424074.00			
				25-05-2016		360000.00			
				25-05-2016		75000.00			
				25-05-2016		900000.00			
				25-05-2016		15978600.00			
				25-05-2016		2009141.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	25-05-2016
	World Fashion Trade Design Industry Ltd	Mr. Snehasri Aggarwal Mr. Nikhil Aggarwal		Sales	Yes	25-05-2016
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	25-05-2016
	World Fashion Trade	Mr. Snehasri Aggarwal Mr. Nikhil Aggarwal		Purchase	Yes	25-05-2016
	Ultima SA			Purchase	Yes	25-05-2016
	Ultima Italia	Mr. Snehasri Aggarwal Mr. Nikhil Aggarwal		Purchase	Yes	25-05-2016
	World Fashion Trade	Mr. Snehasri Aggarwal		Commission Paid	Yes	25-05-2016
	Ultima Italia	Mr. Nikhil Aggarwal		Commission Paid	Yes	25-05-2016
	Etobla Management Services (India) Pvt Ltd	Mr. Snehasri Aggarwal		Ticketing	Yes	25-05-2016
	Mrs. Karmal Aggarwal	Mr. Snehasri Aggarwal		Rent	Yes	25-05-2016
	Bhartiya Global Marketing Ltd.	Mr. Snehasri Aggarwal		Lease Rent Paid	Yes	25-05-2016
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Lease Rent Paid	Yes	25-05-2016
	Bhartiya City Developer Pvt Ltd	Mr. Snehasri Aggarwal		Rent Received	Yes	25-05-2016
	Bhartiya International Services	Mr. C. L. Handa Mr. Snehasri Aggarwal		Recovery of Money	Yes	25-05-2016

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				11-08-2016		30849724.00			
				11-08-2016		9413703.00			
				11-08-2016		247331534.00			
				11-08-2016		118461334.00			
				11-08-2016		555442.00			
				11-08-2016		51960115.00			
				11-08-2016		112153.00			
				11-08-2016		16024609.00			
				11-08-2016		60704339.00			
				11-08-2016		21235103.00			
				11-08-2016		480000.00			
				11-08-2016		1000000.00			
				11-08-2016		1200000.00			
				11-08-2016		21304800.00			
				11-08-2016		3745076.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director Company Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	11-08-2016
	World Fashion Trends	Mr. Snehdeep Aggarwal Mr. Nikhil Aggarwal		Sales	Yes	11-02-2016
	Design Industry Ltd			Sales	Yes	11-02-2016
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	11-08-2016
	Ultima Italia	Mr. Nikhil Aggarwal		Commission paid	Yes	11-02-2016
	India Management Services (India) Pvt Ltd	Mr. Snehdeep Aggarwal		Ticketing	Yes	11-08-2016
	Mrs. Kamal Aggarwal	Mr. Snehdeep Aggarwal		Rent	Yes	11-08-2016
	Bhartiya Global Marketing Ltd	Mr. Snehdeep Aggarwal		Lease Rent paid	Yes	11-07-2016
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Lease Rent paid	Yes	11-08-2016
	Bhartiya City Developer Pvt. Ltd.	Mr. Snehdeep Aggarwal		Rent received	Yes	11-08-2016
	Bhartiya International Inc	Mr. C. L. Handa Mr. Snehdeep Aggarwal		Recovery of Maximum	Yes	11-08-2016

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184



No. of Directors Present in the Meeting	Details of Voting on such Resolution:			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				14-11-2016		19815706.00			
				14-11-2016		62845.00			
				14-11-2016		2819610.00			
				14-11-2016		31259839.00			
				16-11-2016		13141583.00			
				14-11-2016		4586076.00			
				14-11-2016		120000.00			
				16-11-2016		25000.00			
				14-11-2016		3000000.00			
				14-11-2016		5326200.00			
				14-11-2016		672611.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 18 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



A. Contracts or agreement with any related party under Section 188 or in which any Director

is concerned or interested under sub-section (2) of Section 184

Table with 7 columns: Date of Contract Arrangement, Name of the Party, Name of the interested Director, Relation with Director, Principal Terms and Conditions, Whether the Transaction is at Arm's Length Basis, Date of Approval at the Meeting of the Board. Rows include companies like Ultima SA, World Fashion Trade, Design Industry Ltd, etc.

Table with 17 columns: Details of Voting on such Resolution (No. of Directors Present, Voting in Favour, Against, Remaining Neutral), Date of the Next Meeting, Reference of Specific Items, Amount of Contract or Arrangement, Date of Share holders Approval, Signature, Remarks if any. Rows include voting details for various dates from 2017 to 2018.

B. Name of the bodies corporate, firms or other association of individuals as mentioned

under sub-section (1) of Section 184, in which any director is having any concern or interest

Table with 2 columns: Name of the Companies / Bodies Corporate / Firms / Association of Individuals, Name of the Interested Director. The table is currently empty.

Table with 3 columns: Nature of Interest or Concern / Change in Interest or Concern, Shareholding, Date on which Interest or Concern Arose/Changed. The table is currently empty.

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	14-02-2017
	World Fashion Trade			Sales	Yes	14-02-2017
	Design Industry Ltd.			Sales	Yes	14-02-2017
	Ultima Italia	Mr. Nikhil Aggarwal		Sales	Yes	14-02-2017
	Design Industry Limited China			Purchase	Yes	14-02-2017
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Job work	Yes	14-02-2017
	Ultima Italia S.R.L.	Mr. Nikhil Aggarwal		Commission paid	Yes	14-02-2017
	World Fashion Trade			Commission paid	Yes	14-02-2017
	Ultima Management Services Pvt Ltd	Mr. Snehdeep Aggarwal		Ticketing	Yes	14-02-2017
	Mrs. Karnwal Aggarwal	Mr. Snehdeep Aggarwal		Rent	Yes	14-02-2017
	Bhartiya Global Marketing Ltd	Mr. Ramesh Bhabha		Lease Rent paid	Yes	14-02-2017
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Lease Rent paid	Yes	14-02-2017
	Bhartiya City Developer Pvt Ltd.	Mr. Snehdeep Aggarwal		Rent Received	Yes	14-02-2017
	Bhartiya International Pvt Ltd	Mr. C. L. Handa		Payment of Int. M/s. M/s. Sankar P...	Yes	14-02-2017

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				29-05-2017		26338194.00			
				29-05-2017		5085022.00			
				29-05-2017		65493012.00			
				29-05-2017		433094.00			
				29-05-2017		822886.00			
				29-05-2017		20012712.00			
				29-05-2017		1250904.00			
				29-05-2017		22586043.00			
				29-05-2017		569265400.00			
				29-05-2017		240000.00			
				29-05-2017		25,00,000.00			
				29-05-2017		300000.00			
				29-05-2017		667620.00			
				29-05-2017		655338.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 188 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	29-05-2017
	World Fashion Trade Design Industry Ltd Hongkong			Sales	Yes	29-05-2017
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	29-05-2017
	Design Industry Limited China			Purchase	Yes	29-05-2017
	Bhartiya Fashion Retail Ltd			Consulting Fees	Yes	29-05-2017
	World Fashion Trade Ltd			Commission Paid	Yes	29-05-2017
	Ultima Italia SRL	Mr. Nikhil Aggarwal		Commission Paid	Yes	29-05-2017
	Itopia Management Services (India) Pvt Ltd	Mr. Snehasree Aggarwal		Ticketing	Yes	29-05-2017
	Mrs. Kamal Aggarwal	Mr. Snehasree Aggarwal		Rent Paid	Yes	29-05-2017
	Bhartiya Global Marketing Ltd	Mr. Ramesh Bhatia Ms. Jyoti Sethi		Lease Rent Paid	Yes	29-05-2017
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	Yes	29-05-2017
	Bhartiya City Developers Pvt Ltd	Mr. Snehasree Aggarwal		Rent Received	Yes	29-05-2017
	Bhartiya International Services Ltd	Mr. C. L. Handa Ms. Sandeep Sethi		Recovery of Maintain	Yes	29-05-2017
	Korupathi Tailors Design	Mr. Snehasree Aggarwal		Rent Received	Yes	29-05-2017

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 18 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items - (a) to (g) under sub-section (1) of Section 133	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				12-08-2017		17357047.00			
				12-08-2017		19122875.00			
				12-08-2017		20445484.00			
				12-08-2017		40662326.00			
				12-08-2017		20061.00			
				12-08-2017		1675.00.00			
				12-08-2017		4518126.00			
				12-08-2017		16759111.00			
				12-08-2017		7009354.00			
				12-08-2017		1200000.00			
				12-08-2017		25000.00			
				12-08-2017		300000.00			
				12-08-2017		3926210.00			
				12-08-2017		716782.00			
				12-08-2017		458000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	12-09-2017
	World Fashion Trade Ltd.			Sales	Yes	12-08-2017
	Design Industry Ltd Hongkong			Sales	Yes	12-08-2017
	F&J Leather Enterprises Ltd	Ms. C. L. Manda		Job Work	Yes	12-08-2017
	Design Industry Ltd China			Purchase	Yes	12-08-2017
	Ultima Italia SRL	Ms. Nikhil Aggarwal		Commission Paid	Yes	12-08-2017
	Itapita Management Services (India) Pvt Ltd	Ms. Sandeep Aggarwal		Ticketing	Yes	12-08-2017
	Mrs. Kanwal Aggarwal	Ms. Sandeep Aggarwal		Rent Paid	Yes	12-08-2017
	Bhartiya Global Marketing Ltd	Ms. Karmish Phalke Ms. Jai Prati Kishu		Lease Rent Paid	Yes	12-08-2017
	F&J Leather Enterprises Ltd	Ms. C. L. Manda		Rent Paid	Yes	12-08-2017
	Bhartiya City Developments Pvt Ltd.	Ms. Sandeep Aggarwal		Rent Received	Yes	12-08-2017
	Bhartiya International Sas Ltd	Ms. C. L. Manda Ms. Sandeep Phalke		Recovery of Maintenance	Yes	12-08-2017
	Pamshw Interia Designs Pvt Ltd.	Ms. Sandeep Aggarwal		Rent Received	Yes	12-08-2017

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutra.						
8	9	10	11	12	13	14	15	16	17
				07-12-2017		39492633.00			
				07-12-2017		11624957.00			
				07-12-2017		85098610.00			
				07-12-2017		43085152.00			
				07-12-2017		114627.00			
				07-12-2017		12292615.00			
				07-12-2017		629753.00			
				07-12-2017		800000.00			
				07-12-2017		250000.00			
				07-12-2017		300000.00			
				07-12-2017		5326200.00			
				07-12-2017		718020.00			
				07-12-2017		450000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	07-12-2017
	World Fashion Trade Ltd			Sales	Yes	07-12-2017
	Design Industry Ltd Hongkong			Sales	Yes	07-12-2017
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Job work	Yes	07-12-2017
	Design Industry Ltd. China			Purchase	Yes	07-12-2017
	Ultima Italia SRL	Mr. Nikhil Aggarwal		Commission Paid	Yes	07-12-2017
	Itopia Management Services (India) Pvt Ltd.	Mr. Snehdeep Aggarwal		Ticketing	Yes	07-12-2017
	Mrs. Kanwal Aggarwal	Mr. Snehdeep Aggarwal		Rent Paid	Yes	07-12-2017
	Bhartiya Global Marketing Ltd.	Mr. Ramesh Bhatta Mr. Jaspreet Sethi		Lease Rent Paid	Yes	07-12-2017
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Rent Paid	Yes	07-12-2017
	Bhartiya City Development Pvt Ltd	Mr. Snehdeep Aggarwal		Rent Received	Yes	07-12-2017
	Bhartiya International Pvt Ltd	Mr. C. L. Handa Mr. Sandeep Sika		Recovery of Maintenance	Yes	07-12-2017
	Pubushan Internat. Desg. Pvt. Ltd.	Mr. Snehdeep Aggarwal		Rent Received	Yes	07-12-2017

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-02-2018		39105465.00			
				13-02-2018		14641525.00			
				13-02-2018		14523133.00			
				13-02-2018		31755364.00			
				13-02-2018		343070.00			
				13-02-2018		22630905.00			
				13-02-2018		626975.00			
				13-02-2018		800000.00			
				13-02-2018		25000.00			
				13-02-2018		300000.00			
				13-02-2018		5326200.00			
				13-02-2018		1123111.00			
				13-02-2018		450000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	13-02-2018
	World Fashion Trade Ltd			Sales	Yes	13-02-2018
	Design Industry Ltd Hongkong			Sales	Yes	13-02-2018
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Job Work	Yes	13-02-2018
	Design Industry Ltd China			Purchase	Yes	13-02-2018
	World Fashion Trade Ltd			Purchase	Yes	13-02-2018
	Ultima SA			Purchase	Yes	13-02-2018
	Ultima Italia SRL	Mr. Nikhil Aggarwal		Commission Paid	Yes	13-02-2018
	Utopia Management Services Pvt Ltd	Mr. Sneha Deep Aggarwal		Ticketing	Yes	13-02-2018
	Bhartiya Global Marketing Ltd.	Mr. Ramesh Bhatnagar Mr. Sandeep Sethi		Lease Rent Paid	Yes	13-02-2018
	J&J Leather Enterprises Ltd.	Mr. C. L. Handa		Rent Paid	Yes	13-02-2018
	Bhartiya City Developers Pvt Ltd.	Mr. Sneha Deep Aggarwal		Rent Received	Yes	13-02-2018
	Bhartiya International Pvt Ltd.	Mr. C. L. Handa Mr. Sandeep Sethi		Recovery of Maintenance	Yes	13-02-2018
	Parushni Interim Design Pvt Ltd	Mr. Sneha Deep Aggarwal		Rent Received	Yes	13-02-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				30-05-2018		39529000.00			
				30-05-2018		11624517.00			
				30-05-2018		26467061.00			
				30-05-2018		67751384.00			
				30-05-2018		802403.00			
				30-05-2018		20295.00			
				30-05-2018		18558023.00			
				30-05-2018		2597764.00			
				30-05-2018		2175515.00			
				30-05-2018		50000.00			
				30-05-2018		600000.00			
				30-05-2018		10652400.00			
				30-05-2018		1844231.00			
				30-05-2018		9000000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company: Nature of Concern or interest:	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	30-05-2018
	World Fashion Trade Ltd			Sales	Yes	30-05-2018
	Design Industry Ltd Hong Kong			Sales	Yes	30-05-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	30-05-2018
	Ultima SA			Purchase	Yes	30-05-2018
	Ultima Italia SRL	Mr. Nikhil Aggarwal		Purchase	Yes	30-05-2018
	Ultima Italia SRL	Mr. Nikhil Aggarwal		Commission Paid	Yes	30-05-2018
	Itopia Management Services (India) Pvt Ltd	Mr. Snehdeep Aggarwal		Ticketing	Yes	30-05-2018
	Itopia Management Services (India) Pvt Ltd	Mr. Snehdeep Aggarwal		Legal & Professional fee	Yes	30-05-2018
	Mrs. Kamal Aggarwal	Mr. Snehdeep Aggarwal		Rent Paid	Yes	30-05-2018
	Bhartiya Global Market Ltd	Mr. Ramesh Bhatia Mr. Jaspal Sethi		Lease Rent Paid	Yes	30-05-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	Yes	30-05-2018
	Bhartiya City Developers Pvt Ltd	Mr. Snehdeep Aggarwal		Rent Received	Yes	30-05-2018
	Bhartiya International Log Ltd	Mr. C. L. Handa Mr. Sandeep Bhatia		Recovery of Maintenance	Yes	30-05-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned *Entry Next Page -*

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 19 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Trans. (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting In Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-08-2018		23813464.00			
				13-08-2018		3764432.00			
				13-08-2018		129450323.00			
				13-08-2018		39118226.00			
				13-08-2018		18556023.00			
				13-08-2018		80579.00			
				13-08-2018		1663533.00			
				13-08-2018		366581.00			
				13-08-2018		150000.00			
				13-08-2018		60000.00			
				13-08-2018		25000.00			
				13-08-2018		300000.00			
				13-08-2018		5326200.00			
				13-08-2018		722644.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Charity Fashion Retail Ltd	Mr. C. L. Handa		Design Consultant	Yes	30-05-2018
	Panashri Interior Design Pvt Ltd	Mr. Snehddeep Aggarwal		Rent Received	Yes	30-05-2018
	Panashri Interior Design Pvt Ltd	Mr. Snehddeep Aggarwal		Purchase of Fixed Asset	Yes	30-05-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific terms (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting In Favour	Directors Voting in Against	Directors Remaining Neutra						
8	9	10	11	12	13	14	15	16	17
				13-08-2018		600000.00			
				13-08-2018		450000.00			
				13-08-2018		760160.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Designs Industry Ltd Hongkong			Sales	Yes	13-08-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	13-08-2018
	Ultima SA			Sales	Yes	13-08-2018
	Bhastya City Developers Pvt Ltd	Mr. Snehasis Aggarwal		Rent Received	Yes	13-08-2018
	Bhastya International Pvt Ltd	Mr. C. L. Handa Mr. Sanjay Sethi		Recovery of Madatory	Yes	13-08-2018
	Ultima Italia SRL			Sales	Yes	13-08-2018
	Design Industry Ltd China			Purchase	Yes	13-08-2018
	Rasushri Interior Design Pvt Ltd	Mr. Snehasis Aggarwal		Rent Received	Yes	13-08-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	Yes	13-08-2018
	Bhastya Global Markets Ltd	Mr. Ramesh Bhatia		Lease Rent Paid	Yes	13-08-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution:				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				14-11-2018		14229154.00			
				14-11-2018		44321611.00			
				14-11-2018		41179281.00			
				14-11-2018		5326200.00			
				14-11-2018		1052842.00			
				14-11-2018		705843.00			
				14-11-2018		646157.00			
				14-11-2018		450000.00			
				14-11-2018		300000.00			
				14-11-2018		25000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company: Nature of Concern or Interest:	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	14-11-2018
	Ultima Italia SRL			Sales	Yes	14-11-2018
	Design Industry Ltd Hongkong			Sales	Yes	14-11-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Jobwork	Yes	14-11-2018
	Ultima Italia SRL			Commission	Yes	14-11-2018
	Design Industry Ltd China			Purchase	Yes	14-11-2018
	Bhastya Global Marketing Ltd	Mr. Ramesh Bhatia		Lease Rent paid	Yes	14-11-2018
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent paid	Yes	14-11-2018
	Bhastya City Developers Pvt. Ltd.	Mr. Sandeep Aggarwal		Rent Received	Yes	14-11-2018
	Bhastya International Saz Ltd.	Mr. C. L. Handa Mr. Sandeep Bhatia		Recovery of Material	Yes	14-11-2018
	Mr. Sandeep Aggarwal	Mr. Sandeep Aggarwal		Salary	Yes	14-11-2018
	Poornima Interior Design Pvt. Ltd.	Mr. Sandeep Aggarwal		Rent Received	Yes	14-11-2018
	Mr. Robert Burton Moore IR	Mr. Robert Burton Moore IR		Consultancy charge	Yes	14-11-2018
	Mr. Manoj Khattar	Mr. Manoj Khattar		Salary	Yes	14-11-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 18 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a), (b) & (c) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				11-02-2018		64742629.00			
				11-02-2018		9387.00			
				11-02-2019		89580666.00			
				11-02-2019		39193445.00			
				11-02-2019		22398486.00			
				11-02-2019		550380.00			
				11-02-2019		25000.00			
				11-02-2019		300000.00			
				11-02-2019		5326200.00			
				11-02-2019		80744.00			
				11-02-2019		4599.00			
				11-02-2019		45000.00			
				11-02-2019		2937523.00			
				11-02-2019		1002082.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length: Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	11-02-2019
	Design Industry Ltd Hongkong			Sales	Yes	11-02-2019
	Ultima Italia SRL			Sales	Yes	11-02-2019
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job work	Yes	11-02-2019
	Design Industry Ltd China			Purchase	Yes	11-02-2019
	Ultima Italia SRL			Commission	Yes	11-02-2019
	Italia Management Services (India) Pvt Ltd	Mr. Snehdeep Aggarwal		Legal and Professional	Yes	11-02-2019
	Bhartiya Global Marketing Ltd	Mr. Ramesh Bhatia		Lease Rent	Yes	11-02-2019
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	Yes	11-02-2019
	Bhartiya City Developers Pvt Ltd.	Mr. Snehdeep Aggarwal		Rent Received	Yes	11-02-2019
	Bhartiya International Services Ltd	Mr. C. L. Handa		Recovery of Maintenance	Yes	11-02-2019
	Prakash Interior Design Pvt Ltd	Mr. Snehdeep Aggarwal		Rent Received	Yes	11-02-2019

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				27-05-2019		12306364.00			
				27-05-2019		25065089.00			
				27-05-2019		715630.00			
				27-05-2019		38898718.00			
				27-05-2019		225431.00			
				27-05-2019		2278486.00			
				27-05-2019		300000.00			
				27-05-2019		25000.00			
				27-05-2019		300000.00			
				27-05-2019		53262000.00			
				27-05-2019		311730.00			
				27-05-2019		450000.00			

under sub-section (1) of Section 188, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	27-05-2019
	Ultima SA			Services Rendered	Yes	27-05-2019
	Ultima Italia SRL			Sales	Yes	27-05-2019
	World Fashion Trade Ltd			Services Rendered	Yes	27-05-2019
	Design Industry Ltd Hong Kong			Sales	Yes	27-05-2019
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Sales	Yes	27-05-2019
	Bhestiya City Developers Pvt Ltd	Mr. Smeedach Aggarwal		Sales	Yes	27-05-2019
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Jobwork	Yes	27-05-2019
	Design Industry Ltd China			Purchase	Yes	27-05-2019
	Ultima Italia SRL			Purchase	Yes	27-05-2019
	Ultima Italia SRL			Commission Paid	Yes	27-05-2019
	World Fashion Trade Ltd			Commission Paid	Yes	27-05-2019
	Italia Management Services (India) Pvt Ltd	Mr. Smeedach Aggarwal		Legal & Professional Fee	Yes	27-05-2019

B. Name of the bodies corporate, firms or other association of individuals as mentioned *Employ To Next Page*

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 19 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement (In Lakhs)	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				06-08-2019		3011.93			
				06-08-2019		313.79			
				06-08-2019		2.53			
				06-08-2019		1.23			
				06-08-2019		2634.77			
				06-08-2019		21.83			
				06-08-2019		0.75			
				06-08-2019		1686.93			
				06-08-2019		20.95			
				06-08-2019		2.03			
				06-08-2019		398.58			
				06-08-2019		93.93			
				06-08-2019		5.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 19 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
	Ultima SA SWITZERLAND			Sales	Yes	06-08-2019
	Design Industry Ltd			Sales	Yes	06-08-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Handa		Sales	Yes	06-08-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Handa		Job Work	Yes	06-08-2019
	Design Industry China Ltd			Purchase	Yes	06-08-2019
	Etopia Management Services (India) Pvt. Ltd	Mr. Snehdesh Aggarwal		Legal & Professional Fee	Yes	06-08-2019
	Bhoortiya Global Marketing Ltd	Mr. Ramesh Bhatta		Lease Rent Paid	Yes	06-08-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Handa		Rent Paid	Yes	06-08-2019
	Bhoortiya City Development Pvt. Ltd.	Mr. Snehdesh Aggarwal		Rent Received	Yes	06-08-2019
	Bhoortiya International Reg. Ltd.	Mr. Manoj Khattar		Recovery of Maintenance	Yes	06-08-2019
	Parishini Interior Design Pvt. Ltd.	Mr. Snehdesh Aggarwal		Rent Received	Yes	06-08-2019
	Mr. Manoj Khattar	Mr. Manoj Khattar		Solidary	Yes	06-08-2019
	Mr. C.L. Handa	Mr. C.L. Handa		Sitting Fees	Yes	06-08-2019
	Mr. Shastank	Mr. Shastank		Sitting Fee	Yes	06-08-2019

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

Entry Next Page

is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on each Resolution			Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items - (a) to (g) under sub-section (1) of Section 183	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-11-2019		102634825.00			
				13-11-2019		159935.00			
				13-11-2019		1718090.00			
				13-11-2019		78830700.00			
				13-11-2019		174057.00			
				13-11-2019		125000.00			
				13-11-2019		25000.00			
				13-11-2019		600000.00			
				13-11-2019		5858820.00			
				13-11-2019		7517600.00			
				13-11-2019		450000.00			
				13-11-2019		1813873.00			
				13-11-2019		4448.00			
				13-11-2019		2222.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Mr. A. Sahasranaman	Mr. A. Sahasranaman		Sitting Fees	Yes	06-08-2018
	Mr. Ramesh Bhatia	Mr. Ramesh Bhatia		Sitting Fees	Yes	06-08-2018
	Ms. Sandeep Sethi	Ms. Sandeep Sethi		Sitting Fees	Yes	06-08-2018
	Mrs. Annaburna Dixit	Mrs. Annaburna Dixit		Sitting Fees	Yes	06-08-2018

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-11-2018		2778.00			
				13-11-2018		2778.00			
				13-11-2018		7222.00			
				13-11-2018		2778.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA-Switzerland			Sales	YES	13-11-2019
	Design Industry Ltd Hongkong			Sales	YES	13-11-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Honda		Sales	YES	13-11-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Honda		Job Work	YES	13-11-2019
	Bhartiya Fashion Retailers Ltd	Mr. Manoj Khattar		Professional Fee	YES	13-11-2019
	Itolpa Management Services (India) Pvt. Ltd	Mr. Snehdeep Aggarwal		Legal & Professional Fee	YES	13-11-2019
	Bhartiya Global Marketing Ltd	Mr. Ramesh Bhatia		Lease Rent Paid	YES	13-11-2019
	J&J Leather Enterprises Ltd	Mr. C.L. Honda		Rent Paid	YES	13-11-2019
	Bhartiya City Developers Pvt. Ltd	Mr. Snehdeep Aggarwal		Rent Received	YES	13-11-2019
	Bhartiya International Sez Ltd	Mr. Manoj Khattar		Recovery of Maintenance	YES	13-11-2019
	Parushni Interior Design Pvt. Ltd	Mr. Snehdeep Aggarwal		Rent Received	YES	13-11-2019
	Mr. Robert Burton Moore Jr	Mr. Robert Burton Moore Jr		Consulting	YES	13-11-2019
	Mr. Manoj Khattar	Mr. Manoj Khattar		Salary	YES	13-11-2019
	Mr. C. L. Honda	Mr. C. L. Honda		Sitting Fees	YES	13-11-2019

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B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 183	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signatures	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				14-02-2020		137789730.00			
				14-02-2020		2319.00			
				14-02-2020		2383436.00			
				14-02-2020		46241511.00			
				14-02-2020		200000.00			
				14-02-2020		100000.00			
				14-02-2020		25000.00			
				14-02-2020		600000.00			
				14-02-2020		585820.00			
				14-02-2020		849965.00			
				14-02-2020		450000.00			
				14-02-2020		2954191.00			
				14-02-2020		421064.00			
				14-02-2020		6667.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed	

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 183 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 183 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Mr. Shashank	Mr. Shashank		Sitting fees	YES	13-11-2019
	Mr. A. Subashanman	Mr. A. Subashanman		Sitting fees	YES	13-11-2019
	Mr. Sandeep Sethi	Mr. Sandeep Sethi		Sitting fees	YES	13-11-2019

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				14-02-2020		22231.00			
				14-02-2020		11111.00			
				14-02-2020		23334.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA Switzerland			Sales	Yes	14-02-2020
	Design Industry Ltd Hong Kong			Sales	Yes	14-02-2020
	J&J Leather Enterprises Ltd	Ms. C. L. Handa		Sales	Yes	14-02-2020
	Ultima SA Switzerland			Other Income (Recovery of charges)	Yes	14-02-2020
	J&J Leather Enterprises Ltd	Ms. C. L. Handa		Job Work	Yes	14-02-2020
	Design Industry China Ltd			Purchase	Yes	14-02-2020
	Bhartiya Fashion Retail Ltd	Mr. Manoj Khattar Ms. C. L. Handa		Professional fee	Yes	14-02-2020
	Itopia Management Services (India) Pvt Ltd	Mr. Snehdeep Aggarwal		Legal & Professional fee	Yes	14-02-2020
	Bhartiya Global Marketing Ltd	Mr. Ramesh Sharma		Lease Rent	Yes	14-02-2020
	J&J Leather Enterprises Ltd	Ms. C. L. Handa		Rent paid	Yes	14-02-2020
	Bhartiya Urban Retail Ltd	Ms. Snehdeep Aggarwal		Rent received	Yes	14-02-2020
	Bhartiya International Services Pvt. Ltd.	Mr. Manoj Khattar		Recovery of Maintenance	Yes	14-02-2020
	Parushni Interiors	Ms. Snehdeep Aggarwal		Rent	Yes	14-02-2020
	Designs Pvt Ltd			Rent		

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B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

(Pursuant to rule 18 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution:			Date of the Next Meeting at which Register was placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				29-06-2020		2259553.00			
				29-06-2020		4445107.00			
				29-06-2020		1718089.00			
				29-06-2020		1380563.00			
				29-06-2020		1747710.00			
				29-06-2020		791830.00			
				29-06-2020		350000.00			
				29-06-2020		325000.00			
				29-06-2020		500000.00			
				29-06-2020		1200000.00			
				29-06-2020		1717600.00			
				29-06-2020		1853611.00			
				29-06-2020		900000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :

Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director Company: Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Parushmi Interior Design Pvt Ltd	Mr. Sandeep Aggarwal		Service Charges	Yes	14-02-2020
	Mr Robert Buxton Moore JR	Mr Robert Buxton Moore JR		Consulting	Yes	14-02-2020
	Mr. Manoj Khattar	Mr. Manoj Khattar		Secretary	Yes	14-02-2020
	Mr. C. L. Handa	Mr. C. L. Handa		Sitting fees	Yes	14-02-2020
	Mr. Shashank	Mr. Shashank		Sitting fees	Yes	14-02-2020
	Mr. A. Subashanman	Mr. A. Subashanman		Sitting fees	Yes	14-02-2020
	Mr. Sandeep Sethi	Mr Sandeep Sethi		Sitting fees	Yes	14-02-2020

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 19 (1) of Companies (Meetings of Board & its Powers) Rules 2014]

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutra						
8	9	10	11	12	13	14	15	16	17
				29-06-2020		13726.00			
				29-06-2020		300000.00			
				29-06-2020		3409754.00			
				29-06-2020					
				29-06-2020		15556.00			
				29-06-2020		7778.00			
				29-06-2020		13809.00			

under sub-section (1) of Section 184. In which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	29-06-2020
	Design Industry Ltd Hong Kong			Sales	Yes	29-06-2020
	J&J Leather Enterprises Ltd.	Ms. C. L. Handa		Sales	Yes	29-06-2020
	J&J Leather Enterprises Ltd.	Ms. C. L. Handa		Job work	Yes	29-06-2020
	Bhastiyas Global Materials Ltd.	Ms. Kamlesh Bhatia		Lease Rent	Yes	29-06-2020
	J&J Leather Enterprises Ltd.	Ms. C. L. Handa		Rent Paid	Yes	29-06-2020
	Bhastiyas Fashion Retailers Ltd.	Ms. Manoj Khattar Ms. C. L. Handa		Services Charges Paid	Yes	29-06-2020
	Bhastiyas Urban Art Ltd.	Ms. Snehaldeep Aggarwal		Rent Received	Yes	29-06-2020
	Bhastiyas International Coz. Ltd.	Ms. Manoj Khattar Ms. C. L. Handa		Recovery of Maintenance Paid	Yes	29-06-2020
	Parusshini Interior Design Pvt. Ltd.	Ms. Snehaldeep Aggarwal		Rent Received	Yes	29-06-2020
	Robert Burton Moore JK	Robert Burton Moore JK		Legal and Professional	Yes	29-06-2020
	Ms. Snehaldeep Aggarwal	Ms. Snehaldeep Aggarwal		Salaries	Yes	29-06-2020
	Ms. Manoj Khattar	Ms. Manoj Khattar		Salaries	Yes	29-06-2020
	Ms. C. L. Handa	Ms. C. L. Handa		Sitting fees	Yes	29-06-2020

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B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

No of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Registrar was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (2) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				12-08-2020		34853462.00			
				12-08-2020		136009.00			
				12-08-2020		2918857.00			
				12-08-2020		41404377.00			
				12-08-2020		25000.00			
				12-08-2020		600000.00			
				12-08-2020		450000.00			
				12-08-2020		5050820.00			
				12-08-2020		1046028.00			
				12-08-2020		4500000.00			
				12-08-2020		261131.00			
				12-08-2020		1000000.00			
				12-08-2020		2261263.00			
				12-08-2020		33335.00			

under sub-section (3) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Mr. Ramesh Bhatta	Mr. Ramesh Bhatt		Sitting fee	Yes	12-08-2020
	Mr. Sandeep Sethi	Mr. Sandeep Sethi		Sitting fee	Yes	12-08-2020

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				12-11-2020		10811.00			
				12-11-2020		33335.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :

Signature
MD / Director / Secretary /
Whole Time Director

CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement:	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director: Company: Nature of Concern or interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	YES	12-11-2020
	Design Industry Ltd			Sales	YES	12-11-2020
	J & J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	YES	12-11-2020
	Bhartiya Global Marketing Ltd	Mr. Ramesh Akhota		Lease Rent Paid	YES	12-11-2020
	Design Industry Chennai			Purchase	YES	12-11-2020
	J & J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	YES	12-11-2020
	J & J Leather Enterprises Ltd	Mr. C. L. Handa		Sales	YES	12-11-2020
	Bhartiya Urban Pvt Ltd	Mr. Snehdeep Aggarwal		Rent Received	YES	12-11-2020
	Bhartiya International Pvt Ltd	Mr. Manoj Khatta		Payment of Maintenance	YES	12-11-2020
	Bhartiya Fashion Retail Pvt Ltd	Mr. Manoj Khatta		Design Consulting	YES	12-11-2020
	Bhartiya Interior Design Pvt Ltd	Mr. Snehdeep Aggarwal		Rent Received	YES	12-11-2020
	Mr. Snehdeep Aggarwal	Mr. Snehdeep Aggarwal		Remuneration	YES	12-11-2020
	Mr. Manoj Khatta	Mr. Manoj Khatta		Salary	YES	12-11-2020
	Mr. Robert Bob Moore	Mr. Robert Bob Moore		Professional fee fee	YES	12-11-2020

B. Name of the bodies corporate, firms or other association of individuals as mentioned Entry Next Page

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WHICH DIRECTORS ARE INTERESTED

rule 18 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

No. of Directors Present in the Meeting	Details of Voting on such Resolution			Date of the Next Meeting at which Register was placed for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
	Directors Voting In Favour	Directors Voting In Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				12-02-2021		4735025.00			
				12-02-2021		312913.00			
				12-02-2021		6598500.00			
				12-02-2021		25000.00			
				12-02-2021		85718.00			
				12-02-2021		600000.00			
				12-02-2021		1472357.00			
				12-02-2021		585882.00			
				12-02-2021		903930.00			
				12-02-2021		235000.00			
				12-02-2021		450000.00			
				12-02-2021		225000.00			
				12-02-2021		13864500.00			
				12-02-2021		2513883.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



Signature
MD / Director / Secretary /

REGISTER OF CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Mr. C. L. Handa	Mr. C. L. Handa		Director Meeting Fee	Yes	12-11-2020
	Mr. Shashank	Mr. Shashank		Director Meeting Fee	Yes	12-11-2020
	Mr. A. Sahasranaman	Mr. A. Sahasranaman		Director Meeting Fee	Yes	12-11-2020
	Mr. Ramesh Bhatia	Mr. Ramesh Bhatia		Director Meeting Fee	Yes	12-11-2020
	Mr. Sandeep Seth	Mr. Sandeep Seth		Director Meeting Fee	Yes	12-11-2020
	Mrs. Sannovarda Swathi Mashkichek	Mrs. Sannovarda Swathi Mashkichek		Director Meeting Fee	Yes	12-11-2020

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WHICH DIRECTORS ARE INTERESTED

rule 19 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) or (g) under sub-section (2) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				12-02-2021		32432.00			
				12-02-2021		32432.00			
				12-02-2021		10811.00			
				12-02-2021		10811.00			
				12-02-2021		32432.00			
				12-02-2021		10811.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which interest or Concern Arose/Changed

Date :

Place :



Signature
MD / Director / Secretary /

REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

(Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Table with 7 columns: Date of Contract Arrangement, Name of the Party with which Contract is entered into, Name of the interested Director, Relation with Director, Principal Terms and Conditions, Whether the Transaction is at Arm's Length Basis, Date of Approval at the Meeting of the Board. Contains handwritten entries for various companies like Ultimus SA, Design Industries Ltd, etc.

B. Name of the bodies corporate, firms or other association of individuals as mentioned Entry Next Page

Table with 2 columns: Name of the Companies / Bodies Corporate / Firms / Association of individuals, Name of the Interested Director. The table is mostly empty with some faint text.

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184



Table with 17 columns: Details of Voting or such Resolution, Date of the Next Meeting at which Registrar was Placed for Signature, Reference of Specific Items, Amount of Contract or Arrangement, Date of Share holders Approval, Signature, Remarks. Contains handwritten data for various resolutions.

under sub-section (1) of Section 184, in which any director is having any concern or interest

Table with 4 columns: Nature of Interest or Concern, Shareholding, Date on which interest or Concern Arose/Changed, Signature. Includes a signature stamp at the bottom right.

CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Ultima SA			Sales	Yes	29-06-2021
	Ultima SA			Sales of Sunray	Yes	29-06-2021
	Design Industry Ltd Hongkong			Sales	Yes	29-06-2021
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Sales	Yes	29-06-2021
	Bhavya Urban Pvt Ltd	Mr. Snehasis Aggarwal		Sales	Yes	29-06-2021
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Job Work	Yes	29-06-2021
	Design Industry China			Purchase	Yes	29-06-2021
	Ultima Italia S.R.L.			Purchase	Yes	29-06-2021
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Consulting Charge Card	Yes	29-06-2021
	Robert Burton Moore JK	Robert Burton Moore JK		Legal & Professional Fee	Yes	29-06-2021
	Italia Management Services (India) Pvt Ltd	Mr. Snehasis Aggarwal		Legal & Professional Fee	Yes	29-06-2021
	Bhavya Global Marketing Pvt Ltd	Mr. Ramesh Bhatia		Lease Rent Paid	Yes	29-06-2021
	J&J Leather Enterprises Ltd	Mr. C. L. Handa		Rent Paid	Yes	29-06-2021
	Bhavya Fashion Retailers Ltd.	Mr. Manoj Khatri Mr. C. L. Handa		Security Charge Paid	Yes	29-06-2021

B. Name of the bodies corporate, firms or other association of individuals as mentioned *Entry Next Page*

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-08-2021		2042650.00			
				13-08-2021		10735469.00			
				13-08-2021		6731553.00			
				13-08-2021		3344552.00			
				13-08-2021		30330.00			
				13-08-2021		154768963.00			
				13-08-2021		172340.00			
				13-08-2021		156040.00			
				13-08-2021		12000000.00			
				13-08-2021		7467148.00			
				13-08-2021		650000.00			
				13-08-2021		100000.00			
				13-08-2021		240000.00			
				13-08-2021		885000.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date :
Place :



Signature
MD / Director / Secretary /
Whole Time Director

**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/Company/Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Bhartiya International Suz. Ltd	Mr. Manoj Khattri Mr. C. L. Nanda		Recovery Maintenance	Yes	29-06-2021
	Panushri Interior Design Pvt. Ltd.	Mr. Sneha Deep Aggarwal		Rent Received	Yes	29-06-2021
	Bhartiya Urban Pvt. Ltd.	Mr. Sneha Deep Aggarwal		Rent Received	Yes	29-06-2021
	Mr. Sneha Deep Aggarwal	Mr. Sneha Deep Aggarwal		Director Remuneration	Yes	29-06-2021
	Mr. Manoj Khattri	Mr. Manoj Khattri		Salary	Yes	29-06-2021
	Mr. Karmath Bhatia	Mr. Karmath Bhatia		Sitting Fee	Yes	29-06-2021
	Mr. C. L. Nanda	Mr. C. L. Nanda		Sitting Fee	Yes	29-06-2021
	Mr. Sandeep Bhatia	Mr. Sandeep Bhatia		Sitting Fee	Yes	29-06-2021
	Mr. Shashank	Mr. Shashank		Sitting Fee	Yes	29-06-2021
	Mr. A. Sahasrarnam	Mr. A. Sahasrarnam		Sitting Fee	Yes	29-06-2021
	Mr. Sannanda Swati M	Mr. Sannanda Swati M		Sitting Fee	Yes	29-06-2021

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]




is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution				Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
				13-08-2021		4188727.00			
				13-08-2021		1800000.00			
				13-08-2021		23635280.00			
				13-08-2021		900000.00			
				13-08-2021		7340320.00			
				13-08-2021		43244.00			
				13-08-2021		108108.00			
				13-08-2021		108108.00			
				13-08-2021		108108.00			
				13-08-2021		43244.00			
				13-08-2021		32433.00			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date : _____
Place : _____


 Signature

REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN

[Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Table with 7 columns: Date of Contract Arrangement, Name of the Party with which Contract is entered into, Name of the interested Director, Relation with Director Company Nature of Concern or Interest, Principal Terms and Conditions, Whether the Transaction is at Arm's Length Basis, Date of Approval at the Meeting of the Board. Includes entries for Ultima SA, Design Industry Limited, J&J Leather Enterprises Ltd, Ultima Italia SRL, Bhartiya Global Markets Ltd, Bhartiya Fashion Retail, Bhartiya International Sec, Kashmiri Interior Design, Bhartiya Urban Pvt Ltd, and Mr. Snehaldeep Aggarwal.

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Table with 2 columns: Name of the Companies / Bodies Corporate / Firms / Association of Individuals, Name of the Interested Director.

WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014]



is concerned or interested under sub-section (2) of Section 184

Table with 17 columns: No. of Directors Present in the Meeting, Directors Voting in Favour, Directors Voting in Against, Directors Remaining Neutral, Date of the Next Meeting at which Register was Placed for Signature, Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188, Amount of Contract or Arrangement, Date of Share holders Approval if any, Signature, Remarks if any. Includes a total amount of 1870824.00.

under sub-section (1) of Section 184, in which any director is having any concern or interest

Table with 3 columns: Nature of Interest or Concern / Change in Interest or Concern, Shareholding, Date on which Interest or Concern Arose/Changed. Includes Date and Place fields.



REGISTER OF DIRECTORS AND KEY MANAGERIAL

{ Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full		Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Nationality (Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	
1	2	3	4	5	6	
02103940	Vijay Kumar Chappa		06/03/1964	4-A, 4 th Floor, Harmony Tower, Dr. B. M. Joshi Rd, Worli Mumbai - 400018	31/12/2012 23/09/2013	
			Indian Service		Date of Cessation 19-06-2014 Due to limited number of Companies where the person can function as an Independent Director Resignation	

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014 }



LIMITED/PRIVATE LIMITED

Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY							
		Name of Company wherein Securities held Whether the Company itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition	Date of Disposal	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created	
				Price or Other Consideration Paid	Price or Other Consideration Received				
7	8	9	10	11	12	13	14	15	
—	—								

REGISTER OF DIRECTORS AND KEY MANAGERIAL

{ Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company: BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full		Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full		Nationality (Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company	
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full					
1	2	3	4	5	6	
01684696	Jaspal Sethi	21/07/1924	Indian	25, 5th B Cross, IAS Officers colony, 16th Main, BTM Layout 2nd Stage, Bangalore Karnataka - 560068	10/01/1997	
	D/o Sh. Gurdie Singh Sethi				Date of Cessation of Office and Reasons thereof 21/07/2018 Due to tenure of Directorship as Whole Time Director Ceased. Resignation	

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014

LIMITED/PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY								
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created		
									3	10
7	8	9	10	11	12	13	14	15		

REGISTER OF DIRECTORS AND KEY MANAGERIAL

{ Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full		Date of Birth	Permanent Residential Address		Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full			Nationality (Including Nationality of origin if different)	Present Residential Address		
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full		Occupation		Date of Cessation of Office and Reasons thereof		
1	2		3	4		5	6
00928050	Shehdeep Aggarwal		10/11/1950	J-101, (W-15/4) Western Indian Avenue, Sainik Farms		07/01/1987	
	U. Sh. Chaman Lal Aggarwal		Business	Khanpur, New Delhi - 110062			

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014 }

LIMITED / PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY								
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Plotted or any Encumbrance created		
									Whether the Company itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	
7	8	9	10	11	12	13	14	15	16	
		Bhartiya Advisory Services Private Limited	5000 Shares of Rs. 10/- each							
		Bhartiya Global Ventures Private Limited	5010 Shares of Rs. 10/- each							
		Bhartiya Infotech Private Limited	4010 Shares of Rs. 10/- each							
		Utopia Management Services (India) Private Limited	5000 Shares of Rs. 10/- each							
		Utopia Management Services (India) Private Limited	440000 Shares of Rs. 10/- each							
		Springdale Trading Private Limited	5000 Shares of Rs. 10/- each							
		Crystal Merchant Trading Private Limited	4000 Shares of Rs. 10/- each							
		Bhartiya Infotech Private Limited	6020 Shares of Rs. 10/- each							
		Bhartiya Urban Private Limited	10750 Shares of Rs. 10/- each							

REGISTER OF DIRECTORS AND KEY MANAGERIAL

{ Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full	Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full	Nationality (Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company	
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Occupation		Date of Cessation of Office and Reasons thereof	
1	2	3	4	5	6
-	Manoj Khatter	14/08/1961	D-402, Kalika Apartment	27/05/2014	
-	-	Indian	Plot No. 31 Sector-6	-	
	Sh. Bhim Sain Khatter	Service	Dwarka, New Delhi-110045.	11/02/2019 (Date of Cessation)	Due to other position held in the Company Resignation
00694981	Manoj Khatter	14/08/1961	D-402, Kalika Apartment	13/09/2018	
	-	Indian	Plot No. 31 Sector-6	28/09/2018	
	Sh. Bhim Sain Khatter	Service	Dwarka, New Delhi-110045.		

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014 }

.....LIMITED/PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY						
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created
		Whether the Company itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company						
7	8	9	10	11	12	13	14	15
	AAAPK0004H							

REGISTER OF DIRECTORS AND KEY MANAGERIAL

(Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director identification No. (Optional for KMP)	Name and Surname in Full		Date of Birth		Permanent Residential Address		Date of Board Resolution in which Appointment made		Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full		Nationality (Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company		Date of Cessation of Office and Reasons thereof		
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full				Occupation				
1	2		3	4	5		6		
-	Shilpa Buehig		29/09/1980	Flat No. 301, Tower -	16/12/2013				
-	-		Indian	2c, Orchid Petals	-				
	Mr. Vishal Anand		Service	Sobra Road Sector-45	09/10/2020				
				Gurgaon-122018.	Resignation				

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014)

LIMITED/PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY							
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposai Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition	Whether Securities Pledged or any Encumbrance created	
									Whether the Company itself, its Holding Company, Subsidiary of Holding Company or Associate Company
7	8	9	10	11	12	13	14	15	
A22564	AGKPS0326P								

REGISTER OF DIRECTORS AND KEY MANAGERIAL

(Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full	Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full	Nationality (Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company	
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Occupation		Date of Cessation of Office and Reasons thereof	
1	2	3	4	5	6
	Raj Kumar Chauhan	02/09/1975	No.12183, Tower-12	11/02/2019	
	Sh. Laxman Das Chauhan	Indian	ATS One Hamlet, Sector-104, Noida Gurgaon Buddha Nagar Noida-201304.		

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014

LIMITED/PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY						
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition	Date of Disposal	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition	Whether Securities Pledged or any Encumbrance created
				Price or Other Consideration Paid	Price or Other Consideration Received			
7	8	9	10	11	12	13	14	15
	ABTPC1467H							

REGISTER OF DIRECTORS AND KEY MANAGERIAL

{ Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company : BHARTIYA INTERNATIONAL

Director Identification No. (Optional for KMP)	Name and Surname in Full		Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or KMP held or Relinquished in any other body Corporate
	Any Former Name and Surname in Full		Nationality (Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company	
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full					
1	2		3	4	5	6
	Vegesh Kumar Gautam		10/01/1988	242/2, Saraswati vihar Rakta Road Thana, TP	12/11/2020	
	Sh. Banarsi Das Gautam		Service	Nagar, Meenut-250002		

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014 }

LIMITED/PRIVATE LIMITED



Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY						
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition	Date of Disposal	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created
				Price or Other Consideration Paid	Price or Other Consideration Received			
7	8	9	10	11	12	13	14	15
31119	BGAP6090L							

DUPLICATE SHARE REGISTER.

Form No. SH-2															
Register of Renewed and Duplicate Share Certificates															
[Pursuant to sub-section (3) of section 46 of the Companies Act, 2013 and rule 6(3)(a) the Companies (Share Capital and Debentures) Rules 2014]															
S. No.	Folio No.	Name of the person(s) to whom Renewed / Duplicate share certificate is issued	Date of approval of issue of Renewed/ Duplicate share certificate	Class of shares	Date of issue of original share certificate	Original share certificate number	Total number of shares in the Original Share Certificate	Distinctive No. of shares		Date of issue of Renewed/ Duplicate Share Certificate	Reasons for issue of Renewed/ Duplicate Share Certificate	Number of the Renewed share certificate, if applicable	Total Number of Shares in the Renewed/ Duplicate Share Certificate	Reference to entry in Register of Members	Remarks
								From	To						
1	10847	AMIT JASVANT LAL SHAH	20.05.2015	Equity Shares	21.12.1994	30548	100	4578449	4578548	20.05.2015	Misplace of Old Shares certificate	49455	100	Loss of Shares	Duplicate
2	505	TRIPLA MALHOTRA	31.12.2015	Equity Shares	21.12.1994	26875	100	4211149	4211248	31.12.2015	Misplace of Old Shares certificate	49457	100	Loss of Shares	Duplicate
3	154	BANEET KUMAR MALHOTRA NAVIN CHANDRA M SHAH	03.03.2016	Equity Shares	21.12.1994	20938 - 20976	3900	3617449	3621348	03.03.2016	Misplace of Old Shares certificate	49459	3900	Loss of Shares	Duplicate
4	8382	RENUKABEN N SHAH ANTER PREET KAUR	31.03.2016	Equity Shares	21.12.1994	38947	100	5418349	5418448	31.03.2016	Misplace of Old Shares certificate	49460	100	Loss of Shares	Duplicate
5	48	RAVINDRA SINGH SATISH CHANDER CHHABRA	31.12.2016	Equity Shares	21.12.1994	43775-43784	1000	2479149	2480148	31.12.2016	Misplace of Old Shares certificate	49457	1000	Loss of Shares	Duplicate
6	17644	SARLA DEVI GOEL PREM PRAKASH GOEL	20.03.2017	Equity Shares	21.12.1994	49227-49242	16	2783528	2783543	20.03.2017	Misplace of Old Shares certificate	49503	16	Loss of Shares	Duplicate
7	17600	VINEET GOEL SARLA DEVI GOEL PREM PRAKASH GOEL	20.03.2017	Equity Shares	21.12.1994	49075	48	2783469	2783516	20.03.2017	Misplace of Old Shares certificate	49504	48	Loss of Shares	Duplicate
8	11909	PARMOODH SINGH RANA	05.11.2018	Equity Shares	21.12.1994	40333	100	5556949	5557048	05.11.2018	Misplace of Old Shares certificate	49864	100	Loss of Shares	Duplicate
9	1832	MRADULA K AJMERA	08.12.2018	Equity Shares	21.12.1994	29180	100	4441649	4441748	08.12.2018	Misplace of Old Shares certificate	49865	100	Loss of Shares	Duplicate
10	940	NARENDRA KUMAR MAHESHWARI	15.02.2019	Equity Shares	21.12.1994	27523	100	4275949	4276048	15.02.2019	Misplace of Old Shares certificate	49862	100	Loss of Shares	Duplicate
11	17247	PRAVIN K. SANGHVI	04.07.2019	Equity Shares	21.12.1994	31407	100	4664349	4664448	04.07.2019	Misplace of Old Shares certificate	49854	100	Loss of Shares	Duplicate
12	7495	ANITA AGGARWAL	04.07.2019	Equity Shares	21.12.1994	37698	100	5293449	5293548	04.07.2019	Misplace of Old Shares certificate	49855	100	Loss of Shares	Duplicate
13	6503	ASHISH MAGO LAKSHAMAN DAS MAGO	14.10.2019	Equity Shares	21.12.1994	36239	100	5147549	5147648	14.10.2019	Misplace of Old Shares certificate	49856	100	Loss of Shares	Duplicate
14	2305	SUNIL KUMAR GARODIA	20.06.2020	Equity Shares	21.12.1994	30401	100	4563749	4563848	20.06.2020	Misplace of Old Shares certificate	49900	100	Loss of Shares	Duplicate