



RAGHUVIR SYNTHETICS LIMITED

**NR. GUJARAT BOTTLING, RAKHIAL ROAD,
RAKHIAL, AHMEDABAD-380 023. (INDIA).**

PHONE : 079-22910963-1015-1902

E-mail : raghuvirad1@sancharnet.in

Website Address : www.raghuvir.com



38th

**Annual Report
2019 - 2020**

BOARD OF DIRECTORS

SHRI SUNIL R. AGARWAL	CHAIRMAN & MANAGING DIRECTOR
SHRI YASH S. AGARWAL	JOINT MANAGING DIRECTOR
SHRI HARDIK S. AGARWAL	JOINT MANAGING DIRECTOR
SMT PAMITADEVI S. AGARWAL	NON-EXECUTIVE DIRECTOR
SHRI ANUP R. AGARWAL	INDEPENDENT DIRECTOR
SHRI SAMIRBHAI R. SHETH	INDEPENDENT DIRECTOR
SHRI KAMALBHAI B. PATEL	INDEPENDENT DIRECTOR
SHRI NISHITBHAI C. JOSHI	INDEPENDENT DIRECTOR

MR. VIKRAM R. GUPTA	CHIEF FINANCIAL OFFICER
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MS. PRATIKA P. BOTHRA	COMPANY SECRETARY & COMPLIANCE OFFICER
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M/S. ASHOK K. BHATT & CO.	STATUTORY AUDITORS
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M/S ALPESH DHANDHYA & ASSOCIATES	SECRETARIAL AUDITOR
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MR. KIRITKUMAR K. PATADIA	INTERNAL AUDITOR
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HDFC BANK LIMITED	BANKER
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M/S. LINK INTIME INDIA PVT. LTD. - REGISTRAR AND SHARE TRANSFER AGENTS

ADD: 506-508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE ,
NEAR XT XAVIERS COLLEGE CORNER, OFF C.G ROAD,
AHMEDABAD- 380009, GUJARAT, INDIA.

Ph.:(O) 079-26465179 • EMAIL ID : ahmedabad@linkintime.co.in

M/S. RAGHUVIR SYNTHETICS LIMITED - REGISTERED OFFICE & FACTORY

ADD: NR. GUJARAT BOTTLING, RAKHIAL ROAD, RAKHIAL,
AHMEDABAD- 380023 , GUJARAT INDIA. • Ph.: (O) 079-22910963-1015-1902
EMAIL ID: raghuvirad1@sancharnet.in • Website address : www.raghuvir.com



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON MONDAY, 21st DAY OF DECEMBER, 2020, AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Pamitadevi S. Agarwal (DIN: 07135868), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2020-2021 WITH RAGHUVIR EXIM LTD:

“**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with Raghuvir Exim Ltd , a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations:-

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2020-2021
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party.	Transaction Amount not Exceeding 125 Crores

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds or things, as may be considered necessary, desirable and expedient, in order to give effect to the aforesaid resolution.”

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

APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2020-2021 WITH HYS DEVELOPERS LLP:

“**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course

of business and at arm's length price with HYS DEVELOPERS LLP, a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations:-

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2020-2021
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party.	Transaction Amount not Exceeding 125 Crores

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds or things, as may be considered necessary, desirable and expedient, in order to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**

“RESOLVED THAT Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 as notified w.e.f 9th May, 2018 requires that the remuneration of single non –executive director exceeds 50 percent of the pool being distributed to the non-executive directors as whole requires, approval of shareholder by special resolution every year.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable , consent of members at the 38TH Annual General Meeting is hereby accorded for payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (DIN:- 07135868) for the F.Y 2020-2021 respect to duration of appointment, provided that variation or increase in the payment of commission may be done on the approval of members, specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions as mentioned below:-

1.	Commission	Rs. 12 lakhs/- Per annum
2.	Other terms & Conditions	Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed. No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

“RESOLVED FURTHER THAT If director draws or receives, directly or indirectly, by way of commission any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sunil R. Agarwal, Chairman & Managing Director and/or Mr. Yash S. Agarwal, and/or Mr. Hardik S Agarwal,

Joint Managing Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of MR. ANUP R. AGARWAL (DIN: 01790620) on the expiry of his first tenure of 5 (five) consecutive years which ends on 08.02.2021 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the end of first tenure of appointment.

“RESOLVED FURTHER THAT the Board of Directors & Nomination and Remuneration Committee while considering the appointment of MR. ANUP R. AGARWAL (DIN: 01790620) as the Independent Director of the Company, had verified that the said person is not debarred from holding the office of director

“RESOLVED FURTHER THAT MR. ANUP R. AGARWAL (DIN: 01790620) has attained age of 53 years (D.O.B 25/10/1967) , having rich and varied experience in the financial matters & Textile industry.

“RESOLVED FURTHER THAT Mr. Sunil R Agarwal, Chairman & Managing Director and/or Mr. Hardik S. Agarwal, Joint Managing Director and/or Yash Agarwal, Joint Managing Director of the Company be and is hereby authorized to sign and submit ROC E-Forms with the Registrar of Companies.

7. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of MR. NISHIT C. JOSHI (DIN: 06749898) on the expiry of his first tenure of 5 (five) consecutive years which ends on 10.03.2021 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his

candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the end of first tenure of appointment.

“RESOLVED FURTHER THAT the Board of Directors & Nomination and Remuneration Committee while considering the appointment of MR. NISHIT C. JOSHI (DIN: 06749898) as the Independent Director of the Company, had verified that the said person is not debarred from holding the office of director.

“RESOLVED FURTHER THAT MR. NISHIT C. JOSHI (DIN: 06749898) has attained age of 54 years (D.O.B 14/11/1966) , having rich and varied experience in the financial matters & Textile industry.

“RESOLVED FURTHER THAT Mr. Sunil R Agarwal, Chairman & Managing Director and/or Mr. Hardik S. Agarwal, Joint Managing Director and/or Yash Agarwal, Joint Managing Director of the Company be and is hereby authorized to sign and submit ROC E-Forms with the Registrar of Companies.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LIMITED**

**DATE : 10/11/2020
PLACE : AHMEDABAD
Regd. Office:
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424**

**SUNIL R. AGARWAL
CHAIRMAN & MANAGINGDIRECTOR
DIN : 00265303**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15th December, 2020 to 21st December, 2020 (both days inclusive) for the purpose of 38th Annual General Meeting of the Company.
4. The members desired to change address / bank details / KYC updation / having any query / intimation/ updation / alteration, for any process respect to their data in the records of the company are requested to write the application letter seeking the procedure for bringing the change into effect along with quoting their Folio No. or Client ID No. , their PAN CARD, AADHAR CARD self attested copy, photo copy of share certificates, supporting evidences to the Registrar and Transfer Agent (RTA) at following address M/S. LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1) , BESIDE GALA BUSINESS CENTRE , NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009 . The RTA will guide/ act in accordance of the receipt of the documents lodged by the members.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
7. Nomination facility is available to the Share holders in respect of share held by them.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares.

10. Members who have not registered their e-mail address and mobile number with the Company are requested to submit their valid e-mail address to LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009 quoting their Folio No. or Client ID No.. Members holding shares in demat form are requested to register/update their e-mail address and mobile number with their Depository Participant(s) directly.
11. Members are requested to contact the Company's Registrar & Share Transfer Agent, for reply to their queries/ redressal of complaints, if any at following address M/S. LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1) , BESIDE GALA BUSINESS CENTRE , NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009 or e-mail at ahmedabad@linkintime.co.in
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of company at following address M/S. LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1) , BESIDE GALA BUSINESS CENTRE , NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009.
13. As per SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No fresh transfer deed of physical share certificates can be lodged to the company or its RTA after 31st March, 2019 as per SEBI announcement. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Henceforth except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. This measure come into effect from April 01, 2019. The members are requested to refer SEBI circular SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 07/09/2020 for re-lodgement of transfer of shares
14. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
15. Members are requested to disclose their significant beneficial ownership to the company respect to their shareholding in the company pursuant to SEBI circular vide no. SEBI/HO/CFO/CMD1/CIR/P/2018/149 dated 7th December, 2018
16. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
17. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 3 to 7 are annexed.



RAGHUVIR SYNTHETICS LIMITED

Information relating to the Director proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

The Directors have furnished the requisite declaration with other details provided as under for their re-appointment at the ensuing Annual General Meeting and is eligible, to offer themselves for re-appointment:

Name	Mrs. Pamita Sunil Agarwal	Mr. Anup R. Agarwal	Mr. Nishit C. Joshi
Date of Birth	01/04/1966	25/10/1967	14/11/1966
DIN No.	07135868	01790620	06749898
No. of Equity Shares held in the Company	871921	NA	NA
Relationship with other Directors/ Manager/KMP	Wife of Mr. Sunil R Agarwal & Mother of Mr. Yash S Agarwal & Mr. Hardik S Agarwal	NA	NA
Education Qualification	B.COM (1st Year)	B.COM	Diploma in Plastic Engineering
Expertise in Specific functional Areas	She has over 5 years of experience in textile sector	He is being associated with the company from 5 years as Independent Director of the company	He is being associated with the company from 5 years as Independent Director of the company
List of other Directorship / Partnership / Committees membership in other Companies and LLP as on 10/11/2020	Raghuvir Exim Limited	Anil Fashions Pvt Ltd	NIL
Terms and Conditions of appointment or re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation

18. Annual Report is also uploaded on the Company's website http://www.raghuvir.com/annual_report.html which may accessed by the members.

19. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

Voting Process and other instructions regarding Remote e-voting:

SECTION A - E-VOTING PROCESS –

- Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2: Click on “Shareholder” to cast your vote(S)
- Step 3: Please enter User ID –
- a) For account holders in CDSL :- Your 16 digits beneficiary ID
 - b) For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- Step 4: Enter the Image Verification as displayed and Click on “LOGIN”
- Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you have forgotten the password, then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- Step 6: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction Step 5.

- Step 7: After entering these details appropriately, click on “SUBMIT” tab.
- Step 8: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Step 9: Click on the EVSN of the Company i.e. 201107005 to vote.

Step 10: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option ‘YES/NO’ for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the “RESOLUTION FILE LINK” if you wish to view the Notice.

Step 12: After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 13: Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-voting period commences on 18th December, 2020 at 9.00 a.m and ends on 20th December, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of 14th December ,2020 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. Shareholders can also cast their vote using Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- iv. The shareholder who voted prior to the 38th Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- v. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- vi. Mr. Alpesh Dhandhlya, Practicing Company Secretary [Fellow Membership No. 32500 , COP NO. 12119] of Alpesh Dhandhlya & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the 38th Annual General Meeting of the company.
- vii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- viii. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raghuvir.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- ix. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- x. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- xi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xii. Further :
 - (1) Web site Address of CDSL(e Voting Agency) where notice of meeting is displayed – www.evotingindia.com
 - (2) Name , Designation , Address , E Mail ID and Phone no. of official responsible for grievances connected with facility of e voting :
Name of Official – Mr. Rakesh Dalvi
Designation – Manager
Address - 25th Floor, A Wing, Marathon Futurex,
Mafatlal Mills Compound, NM Joshi Marg,
Lower Parel (E), Mumbai - 400 013
E Mail ID -helpdesk.evoting@cdslindia.com
Phone No. - 1800225533, 022-23058542

VOTING AT ANNUAL GENERAL MEETING:-

The members attending the meeting, who have not already casted their vote by remote e-voting, can exercise their voting rights at the Annual General Meeting of the company. Facility for voting through ballot paper shall also be made available at the AGM.



RAGHUVIR SYNTHETICS LIMITED

CONTACT DETAILS	
Company	RAGHUVIR SYNTHETICS LIMITED
Registrar and Transfer Agent	M/s. LINK INTIME INDIA PVT. LTD 506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT XAVIER'S COLLEGE CORNER OFF C G ROAD, NAVRANGPURA, AHMEDABAD-380009. Ph no. 079-26465179 Email : ahmedabad@linkintime.co.in
E-voting Agency	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED
	E-mail: helpdesk.evoting@cdslindia.com
Scrutinizer	CS ALPESH DHANDHLYA ALPESH DHANDHLYA & ASSOCIATES COMPANY SECRETARY 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006, Gujarat, India. Ph. : (079) 48980181, Mobile: +91 8000133307 Email: welcome2pcs@gmail.com

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LIMITED**

DATE : 10/11/2020
PLACE : AHMEDABAD
Regd. Office:
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 3

Approval of Estimated Material Related Party Transactions For The Financial Year 2020-2021 With Raghuvir Exim Ltd

As a part of its regular business, the Company purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party at arm's length price.

The Audit Committee at its meeting has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 3 of the Notice for the Financial year 2020-2021 (estimated). An analysis of all the Related Party Transactions (RPTs) estimated / to be entered into by the Company during the year for the financial year 2020-2021 (estimated). The Audit Committee upon review of such analysis is of the view that all these RPTs by the Company are at Arm's Length price.

Raghuvir Exim Limited is "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Respective of the SEBI LODR regulation amendment 2018 , company have revised the contract entered between Raghuvir Synthetics Limited & Raghuvir Exim Limited w.e.f 2nd April, 2019 with terms & conditions as mentioned in the contract for the period of 3 (Three) years.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company (2019-2020) and may exceed the materiality threshold as prescribed by Listing Regulations. Thus, in terms of the Listing Regulations, 2015 this transactions would require the approval of the members by way of an Ordinary Resolution.

As per the provisions of Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on item No. 3

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 4

Approval of Estimated Material Related Party Transactions For The Financial Year 2020-2021 With HYS DEVELOPERS LLP

As a part of its regular business, the Company purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party at arm's length price.

The Audit Committee at its meeting has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 3 of the Notice for the Financial year 2020-2021 (estimated). An analysis of all the Related Party Transactions (RPTs) estimated / to be entered into by the Company during the year for the financial year 2020-2021 (estimated). The Audit Committee upon review of such analysis is of the view that all these RPTs by the Company are at Arm's Length price.

HYS DEVELOPERS LLP is "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).



Respective of the SEBI LODR regulation amendment 2018 , company have revised the contract entered between Raghuvir Synthetics Limited & HYS DEVELOPERS LLP w.e.f 2nd April, 2019 with terms & conditions as mentioned in the contract for the period of 3 (Three) years.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company (2019-2020) and may exceed the materiality threshold as prescribed by Listing Regulations. Thus, in terms of the Listing Regulations, 2015 this transactions would require the approval of the members by way of an Ordinary Resolution.

As per the provisions of Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on item No. 4

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 5

On the recommendation of the Audit Committee , Nomination & Remuneration Committee and the Board of Directors , members at the Extra ordinary General Meeting held on 4th February ,2019 have approved payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (holding DIN 07135868 and also belongs from Promoter Group of the company holding 871921 shares of the company) w.e.f 4th February, 2019 for remaining duration of appointment upto three years from the effective date i.e 4th February, 2019 – 3rd February, 2022 , provided that variation or increase in the payment of commission may be done on the approval of members, specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013. However respect to SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 as notified w.e.f 9th May, 2018 requires that the remuneration of single non –executive director exceeds 50 percent of the pool being distributed to the non-executive directors as whole requires, approval of shareholder by special resolution every year.

Henceforth pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable , consent of members at the 38TH Annual General Meeting is required for payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (DIN:- 07135868) for the F.Y 2020-2021 respect to duration of appointment.

Mrs. Pamita S. Agarwal has attained age of 54 years (D.O.B) 1st April, 1966. Mrs. Pamita S. Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company from 26th March, 2015 as the Non-executive Non Independent Director of the company. She is also the Non-executive Non Independent Director of Raghuvir Exim Limited. It would be in the interest of the Company to continue to avail of his considerable expertise. She has an understanding to deal with the board & committee meetings respect to ethical and fiduciary responsibilities. She have the ability to review the strategy through constructive questioning and suggestion and contribute to the effective decision making of the board. She have knowledge in current management thinking on employment, engagement, strategic decisions. Henceforth it can be said that she is truly fulfilling a director's duties and responsibilities, acting ethically, putting the organisation's interests before personal interests.

The Board of Director recommends the relevant resolution for member consideration and approval as a Special Resolution

Mrs. Pamita S. Agarwal , herself and three other directors Sunil R. Agarwal , Chairman & Managing Director , Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Joint Managing Directors of the Company being related to Mrs. Pamita S. Agarwal and may be deemed to be concerned or interest in the

resolution. There are no other directors and key managerial personnel of the Company who are concerned or interest in the above resolution as set out at Item No. 5.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 6

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and Listing Agreement with the stock exchange, **MR. ANUP R. AGARWAL** (DIN: 01790620) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term expires on 08.02.2021. On the recommendation of Nomination and Remuneration Committee, Board of directors placed the proposal to re-appointment **MR. ANUP R. AGARWAL** as Independent Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company subject to the approval of the members in the ensuing Annual General Meeting.

MR. ANUP R. AGARWAL has attained age of 53 years (25/09/1967) , having rich and varied experience in the financial matters & Textile industry. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his first tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of as an Independent Non-Executive Director of the Company, for a second tenure of 5 (five) consecutive years on the Board of the Company from the end of first tenure and it will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. However, the directors have right to resign from office at any time before end of tenure after the approval of the Board of Directors of Company.

Further **MR. ANUP R. AGARWAL** shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **MR. ANUP R. AGARWAL**, being eligible for re-appointment as Independent Director for the second tenure pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. **MR. ANUP R. AGARWAL** is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of **MR. ANUP R. AGARWAL** as an Independent Director of the Company. Except **MR. ANUP R. AGARWAL** being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 7

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and Listing Agreement with the stock exchange, **MR. NISHIT C. JOSHI** (DIN: 06749898) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term expires on 10.03.2021. On the



recommendation of Nomination and Remuneration Committee, the Chairman placed before the Board of directors the proposal to re-appointment **MR. NISHIT C. JOSHI** as Independent Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company subject to the approval of the members in the ensuing Annual General Meeting.

MR. NISHIT C. JOSHI has attained age of 54 years (14/11/1966) , having good experience in the financial matters . As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of as an Independent Non-Executive Director of the Company, for a second tenure of 5 (five) consecutive years on the Board of the Company from the end of first tenure and it will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. However, the directors have right to resign from office at any time before end of tenure after the approval of the Board of Directors of Company.

Further **MR. NISHIT C. JOSHI** shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **MR. NISHIT C. JOSHI**, being eligible for re-appointment as Independent Director for the second tenure pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. **MR. NISHIT C. JOSHI** is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of **MR. NISHIT C. JOSHI** as an Independent Director of the Company. Except **MR. NISHIT C. JOSHI** being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Regd. Office:
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424
DATE : 10/11/2020
PLACE : AHMEDABAD

BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LIMITED

SUNIL R. AGARWAL
CHAIRMAN & MANAGINGDIRECTOR
DIN : 00265303

DIRECTOR'S REPORT

DEAR SHAREHOLDERS,

The Directors are pleased to present their 38th Annual report on the business and operations of the Company and the Audited financial accounts for the Year ended 31st March, 2020.

FINANCIAL RESULTS :

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2020	For the year ended on 31st March, 2019
Net Total Income	9409.79	5938.41
Less: Operating and Admin. Exps	8685.62	5256.84
Profit before depreciation and Taxes	724.17	681.57
Less: Depreciation	376.59	377.95
Extraordinary/Exceptional Items	0	0
Profit before Tax (PBT)	347.58	303.62
Less: Taxes (including deferred tax)	99.42	80.82
Profit after Tax (PAT)	248.16	222.80
Other Comprehensive Income	(3.22)	(0.38)
Tax	0.90	0.11
Total Comprehensive Income	(2.32)	(0.27)
Balance Available for appropriation	245.84	222.53
Which the Directors propose to appropriate as under:		
(i) Proposed Dividend	NIL	NIL
(ii) Corporate Dividend Tax	NIL	NIL
Surplus Carried to Balance Sheet	245.84	222.53
Earnings Per Equity Share		
Basic	6.40	5.75
Diluted	6.40	5.75

Note: Figures of previous year have been regrouped whenever necessary, to confirm to current year's presentation.

HIGHLIGHTS OF PERFORMANCE:

The total revenue of the Company has increased from Rs. 57.20 Crores to Rs. 92.36 Crores and the profit before tax of the Company has increased from Rs. 303.62 Lakhs to Rs. 347.58 Lakhs. Subsequently, the net profit after tax has increased to Rs. 248.16 Lakhs as compared to previous year's net profit of Rs. 222.80 Lakhs. We remained resolute and relentless in our quest for strengthening our cost-competitiveness, better management of working capital and operational excellence across our business.

DIVIDEND:

Keeping in view the financial results and in order to conserve financial resources for the future requirement of the fund, your directors do not recommend any dividend during the year under review.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANY:**

Pursuant to Companies (Amendment) Act, 2017, Your Company has no associate/subsidiary/ joint venture Company as on 31st March, 2020.

DEPOSITORY SYSTEM:

As members are aware, the company's shares are compulsorily tradable in the electronic form. As on March 31, 2020 almost 87.72% of the Company's total paid-up capital representing 33,99,286 shares were in dematerialized form. In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised to avail of the facility of dematerialization on either of the Depositories.

EXPORTS:

The company has found export opportunities for the same line of textile products which they were doing Job work presently. The company has taken the lead towards the export in simultaneous with Job Work. The total export sale of product from manufactured goods and traded goods of the Company (exclusive of export benefits and processing charges) amounted to Rs. 1651.27 Lakhs in Financial year 2019-2020 as compared to previous year Rs. 1268.39 lakhs. The disclosure is shown in Note 25 of Notes forming part of Financial Statement.

SHARE CAPITAL:

The Company's paid up equity Share Capital continues to stand at Rs. 385.41 Lakhs as on 31st March, 2020. During the year, the Company has not issued any Shares or Convertible Securities.

EXTRACT OF ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure -A".

BOARD MEETINGS HELD DURING THE YEAR:

Sr. No.	Date on which board Meetings were held	Total Strength of the Board	No of Directors Present
1.	02/04/2019	8	8
2.	10/04/2019	8	6
3.	14/05/2019	8	7
4.	27/05/2019	8	8
5.	10/06/2019	8	8
6.	12/07/2019	8	6
7.	10/08/2019	8	8
8.	29/08/2019	8	6
9.	14/09/2019	8	6
10.	27/09/2019	8	7
11.	15/10/2019	8	6
12.	13/11/2019	8	8
13.	22/11/2019	8	8
14.	26/11/2019	8	6
15.	27/12/2019	8	7
16.	12/02/2020	8	8
17.	03/03/2020	8	8
18.	06/03/2020	8	5

The Board of Directors passed the circular resolution dated 01/04/2019 for the approval of all the Directors and the same was taken on note in the next subsequent board meeting held on 02/04/2019

ATTENDANCE OF DIRECTORS AT BOARD MEETINGS :

S.N.	Name of Directors	No. of Meeting Held	No. of Meeting Attended
1.	Sunil Agarwal	18	17
2.	Yash Agarwal	18	16
3.	Hardik Agarwal	18	15
4.	Anup Agarwal	18	16
5.	Samirbhai Sheth	18	15
6.	Kamalbhai Patel	18	15
7.	Pamitadevi Agarwal	18	16
8.	Nishitbhai Joshi	18	16

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- ❖ In terms of Section 152 of the Companies Act, 2013, Mrs. Pamita Sunil Agarwal is liable to retire by rotation at forthcoming AGM and being eligible offer herself for re-appointment.
- ❖ During the Year under review, pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors, consent of members at the Extra ordinary General Meeting held on 23rd December, 2019 be and is hereby accorded for revision in payment of remuneration amounting to Rs. 360 lakhs per annum to Mr. Sunil R. Agarwal, Chairman & Managing Director of the company (DIN:- 00265303) w.e.f 1st April, 2019 for remaining duration of re-appointment upto three years from the effective date, provided that such variation or increase is with in specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration.
- ❖ During the Year under review, pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable , on the recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors, consent of members at the Extra ordinary General Meeting held on 23rd December, 2019 be and is hereby accorded for waiver of remuneration of Mr. Yash S. Agarwal (holding DIN 02170408) Joint Managing Director of the Company w.e.f 1st November, 2019 who is already Managing Director in Raghuvir Exim Limited, a unlisted public company, on the terms and conditions of appointment with liberty to the Board of Directors and Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit provided that such variation , as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.
- ❖ During the Year under review, pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the

recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors, consent of members at the Extra ordinary General Meeting held on 23rd December, 2019 be and is hereby accorded for waiver of remuneration of Mr. Hardik S. Agarwal (holding DIN 03546802) as Joint Managing Director of the Company w.e.f 1st November, 2019 who is already Joint Managing Director in Raghuvir Exim Limited, a unlisted public company, on the terms and conditions of appointment with liberty to the Board of Directors and Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit provided that such variation , as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

- ❖ Ministry Of Corporate Affairs Notification dated 22nd October, 2019 in exercise of the powers conferred by section 149 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government amend the Companies (Appointment and Qualification of Directors) Rules, 2014, respect to registration of independent director in a company, on the date of commencement of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, every individual shall apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time till he continues to hold the office of an independent director in any company. Respectively MR. SAMIRBHAI R. SHETH, MR. KAMALBHAI B. PATEL, MR. ANUP R. AGARWAL & MR. NISHIT C. JOSHI, Independent Directors of the company have registered their name in the database. However MR. SAMIRBHAI S. SHETH & MR. KAMALBHAI B. PATEL have taken exemption from the online proficiency self-assessment test
- ❖ A brief resume of MRS. PAMITA S. AGARWAL , Non executive Director being re-appointed with the nature of their expertise, their shareholding in the Company as stipulated under as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice of the ensuing Annual General Meeting.
- ❖ Respect to the to the provisions of Section 149, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of Nomination & Remuneration Committee and subject to approval of members at the 38th Annual General Meeting, consent of the Board of Directors be and is hereby accorded for recommending for the approval of members for re-appointment of MR. ANUP R. AGARWAL as Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the end of first tenure.
- ❖ Respect to the to the provisions of Section 149, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of Nomination & Remuneration Committee and subject to approval of members at the 38th Annual General Meeting, consent of the Board of Directors be and is hereby accorded for recommending for the approval of members for re-appointment of MR. NISHIT C. JOSHI as Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the end of first tenure.
- ❖ The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in

Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ❖ All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

MATTERS AS PRESCRIBED UNDER SUB-SECTIONS (1) AND (3) OF SECTION 178 OF THE COMPANIES ACT 2013:

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Committee, is appended in the Corporate Governance Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

POLICY ON REMUNERATION:

The Company have adopted the "POLICY RELATING TO THE REMUNERATION FOR THE EXECUTIVE DIRECTOR, NON-EXECUTIVE/INDEPENDENT DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL" & the policy is updated on the website of the company www.raghuvir.com and also forms the part of this report in Annexure F

BOARD EVALUATION:

Pursuant to the provisions of the Act and the Listing Regulations, 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 Directors was completed during the year under review. The performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

However to comply with the various provisions under Regulation 19 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and the Companies Act, 2013 ("Companies Act") , the Board of Directors adopted/amended the DIRECTORS' PERFORMANCE EVALUATION POLICY with the effect from 2nd April, 2019. Respectively, the Nomination & Remuneration Committee shall evaluate the performance of each Board of Directors, Committees of the Board of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions as mentioned in the Code of Conduct of the Directors and the criteria for the evaluation of the performance as prescribed in this policy.

The meeting for the purpose of Board evaluation by the Nomination & Remuneration Committee was held on 19th March, 2020. The DIRECTORS' PERFORMANCE EVALUATION POLICY is also disclose web site of the company www.raghuvir.com

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

The Independent Directors of your Company, in a separate meeting held on 19th March, 2020 to carry out the evaluation for the financial year 2019-2020 and inter alia, discussed the following:

- ❖ Reviewed the performance of Non-Independent Directors of the Company and the Board as a whole.
- ❖ Reviewed the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-executive Directors.

- ❖ Assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

All Independent Directors of the Company were present at the Meeting.

AUDITORS:

- ❖ **STATUTORY AUDITORS**

Pursuant to the Provisions of Section 139, 141, 142 and other applicable Provisions, if any, of the Companies Act, 2013, (the Act) and the Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) the resolution passed by the Members at the 35th Annual general meeting to appoint M/s. Ashok K. Bhatt & Co., Chartered Accountants, Ahmedabad, [Firm Registration No. : 100657W] as new Statutory Auditor of the Company to hold office for a period of 5(Five) till the conclusion of 40th Annual general meeting of the company (i.e from 2017-2018 to 2021-2022) . Further Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

There is no audit qualification or adverse remark for the year under review.

- ❖ **SECRETARIAL AUDITOR**

MR. ALPESH DHANDHLYA of ALPESH DHANDHLYA & ASSOCIATES, Practicing Company Secretaries is appointed to conduct the secretarial audit of the Company for the financial year 2019-2020, as required under Section 204 of the Companies Act, 2013 and Rules there under. Your Company has received consent from MR. ALPESH DHANDHLYA to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31st March, 2020. The secretarial audit report in form MR-3 for FY 2019-2020 forms part of the Annual Report as 'Annexure C' to the Board's report.

DIRECTOR'S RESPONSE TO SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report issued by MR. ALPESH DHANDHLYA of ALPESH DHANDHLYA & ASSOCIATES, Practicing Company Secretaries is self explanatory; however no qualification is raised by Secretarial Auditor for the financial year 2019-2020.

- ❖ **INTERNAL AUDITOR**

The Board appointed Mr. Kiritkumar K. Patadia (PAN : AFAPP6208G) as Internal Auditor of your company for the financial year 2020-2021 and is hereby eligible for appointment for the financial year 2020-2021 pursuant to the provisions of the Companies Act, 2013. The report prepared by the Internal Auditor is to be reviewed by the Statutory Auditors & Audit Committee.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which forms part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments under the provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company.

AUDIT COMMITTEE:

Audit Committee comprises of four members and all members are Independent Directors. All transactions with related parties are on an arm's length price. During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee. The composition and the functions

of the Audit Committee of the Board of Directors of the Company is disclosed in the Report on Corporate Governance, which is forming a part of this report.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee comprises of four members and all members are Independent Directors. The composition and the functions of the Nomination and Remuneration Committee of the Board of Directors of the Company is disclosed in the Report on Corporate Governance, which is forming a part of this report

RELATED PARTY TRANSACTIONS:

All Related Party Transactions that were entered into during the financial year were on arm's length price and were in the ordinary course of business and are in compliance with applicable provisions of Companies Act, 2018 & SEBI LODR regulations, 2015 & amendment thereof. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval.

The company entered in contract with The Sagar Textile Mills Pvt. Ltd. , Raghuvir Lifestyle Pvt. Ltd , Raghukaushal Textile Pvt. Ltd, Raghuvir Exim Limited, RSL Dyecot Pvt. Ltd. , HYS Developers LLP and HYS Lifecare LLP and transactions that were entered into during the financial year were on arm's length price and were in the ordinary course of business. A prior omnibus approval of Audit committee is obtained on yearly basis for the transactions entered with Related parties as per the contract agreed between the parties. The transaction entered in pursuant to omnibus approval, a statement giving details of all related party transactions are placed before the Audit Committee for their approval, on a quarterly basis. The policy on Related Party Transactions as approved by the Board is available on the Company's website. (weblink : <http://www.raghuvir.com/policies.html>)

As per the provisions of the Companies Act, 2013 and Listing Regulation, all material RPTs require approval of the members by an ordinary resolution. Based on past trend, the transactions with Raghuvir Exim Ltd. & HYS Developers LLP are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under the provisions of Listing Regulations. Thus, in terms of Listing Regulations, these transactions would require approval of the members.

The details of the related party transactions are set out in Note [38] to the Standalone Financial Statements forming part of this report.

Transaction of the company /LLP with any of the person belonging to the promoter / promoter group which holds 10 percent or more shareholding in the company.

(a) Details of Related Parties

Sr. No.	Name of Related Parties	Description of Relationship	Share Holding in the company
1	Sunil R. Agarwal	Key Management Personnel	Promoter, Chairman & Managing Director and holding 1216624 shares of company (31.396%)
2	Yash S. Agarwal	Key Management Personnel	Promoter, Joint Managing Director and holding 439203 shares of company (11.334%)
3	Hardik S. Agarwal	Key Management Personnel	Promoter, Joint Managing Director and holding 374827 shares of company (9.673%)



RAGHUVIR SYNTHETICS LIMITED

Sr. No.	Name of Related Parties	Description of Relationship	Share Holding in the company
4.	Pamita S. Agarwal	Wife of Mr. Sunil R. Agarwal and Mother of Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal	Promoter, Non-executive Non-Independent Women Director and holding 871921 shares of company (22.501%)
5. 6. 7. 8. 9.	Raghuvir Exim Ltd. The Sagar Textile Mills Pvt. Ltd. Raghuvir Research Foundation Trust HYS Developers LLP HYS Lifecare LLP	Sunil R. Agarwal, Yash S. Agarwal, Hardik S. Agarwal & Pamita S. Agarwal are Directors/ Trustees / Designated Partner in this company (ies)/ Trust / LLP	However this companies / trust / LLP do not hold any shares or voting rights in the Raghuvir Synthetics Limited.
10. 11. 12.	Raghukaushal Textile Pvt. Ltd. Raghuvir Life Style Pvt. Ltd. RSL Dyecot Pvt Ltd.	Relatives of Promoters/ Key Managerial Personnel of company are Directors in this company	However this companies do not hold any shares or voting rights in the Raghuvir Synthetics Limited

(b) Details of transactions with related parties for the year ended March 31, 2020 in the ordinary course of business:

[in Lacs]

Sr. No.	Nature of Relationship / Transaction	KMP & Relatives	Enterprise over which KMP and Relatives have significant influence	Total
1	Managerial Remuneration - Sunil R. Agarwal - Yash S. Agarwal - Hardik S. Agarwal	403.20 98.00 98.00		403.20 98.00 98.00
2	Rent Expense - Sunil R. Agarwal - Raghuvir Exim Ltd. - The Sagar Textile Mill Pvt. Ltd.	33.05	2.04 2.55	33.05 2.04 2.55
3	Sales Processing Charges and Other Income - Raghukaushal Textile Pvt. Ltd. - RSL Dyecot Pvt. Ltd. - Raghuvir Exim Ltd.		180.47 46.62 1117.89	180.47 46.62 1117.89
4	Finished Goods sales - Raghuvir Exim Ltd. - HYS Developers LLP		4463.85 162.52	4463.85 162.52
5	Purchase - Raghuvir Exim Ltd. - HYS Developers LLP		986.26 4676.42	986.26 4676.42
6	Donation - Raghuvir Research Foundation Trust		15.00	15.00

Further details of the related party transactions are set out in Note [38] to the Standalone Financial Statements forming part of this report.

The disclosure of related party transactions as required Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) in Form AOC 2 is available in **Annexure “B”**

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

MATERIAL CHANGES:

There is no material changes and commitments, that would affect financial position of the company from the end of the financial year of the company to which the financial statements relate and the date of the directors report.

RESERVES:

The Company has transferred Profit after tax of the Company amounting to Rs. 248.16 of the Company to Reserves and surplus as on 31st March, 2020

EMPLOYEE STOCK OPTION:

The Company has not issued any Employee Stock Option.

CASH FLOW ANALYSIS:

The Cash Flow Statement for the year under reference in terms of Regulation 34(2)(c) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the stock exchanges forms part of the Annual Report.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Additional information on Conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are provided in “Annexure D” to the Directors’ Report and forms 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, report on “Corporate Governance” is attached and forms a part of Directors Report. A Certificate from MR. ALPESH DHANDHLYA of ALPESH DHANDHLYA & ASSOCIATES, Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under the Listing Regulation is annexed to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS:**❖ INDIA TEXTILE INDUSTRY OVERVIEW*:**

India’s textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector on the other end. The decentralised power looms/ hosiery and knitting sector forms the largest component in the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India’s textiles industry has a capacity to produce

wide variety of products suitable for different market segments, both within India and across the world.

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth around US\$ 3.44 billion from April 2000 to March 2020

❖ **OPPORTUNITY***

Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the sector under the automatic route. Union Budget 2020-21, a National Technical Textiles Mission is proposed for a period from 2020-21 to 2023-24 at an estimated outlay of Rs 1,480 crore (US\$ 211.76 million). The Government announced a special package to boost export, to create job opportunity and enable wider export opportunities during 2018-2020. The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), to create more employment opportunities and enable major investment by 2022.

Exports have been a core feature of India's textile sector. Exports of both man-made textile and readymade garments have seen a major boost. A major factor behind the robustness of India's textile industry is its strong production base with a wide range of fibres and yarns. India is among the top producers of jute and silk, and beyond its natural fibres such as cotton, jute, silk and wool; and synthetic, its manmade fibres such as polyester, viscose, nylon and acrylic have also created a niche for themselves in the market.

* The Company undertakes no obligations to publicly update or revise any of the opinions of statements expressed in this report. Readers are hence cautioned not to place undue reliance on these statements and are advised to conduct their own investigation and analysis of the information contained or referred to this statement before taking any action with regard to specific objectives.

❖ **REVIEW AND FUTURE OUTLOOK OF THE COMPANY:**

The Company is continuously trying to accomplish the desired results. Steps have been taken for cost diminution and manufacturing quality products by various installed machineries of the Company. Various aspects of working conditions of workers, health related issues, minimizing risk of accidents at work place etc. are being taken care of by the Company. The Company will achieve more turnover by various marketing strategies, offering more quality products, etc. in coming years followed by increase in profit margin by way of various cost cutting techniques and optimum utilization of various resources of the Company. The company has found export opportunities for the same line of textile products which they were doing Job work presently. Till yet company was involved in Job work but now with the view of export opportunities , company taken the lead towards the export in simultaneous with Job Work

❖ **INTERNAL CONTROL SYSTEM:**

The Company has proper and adequate system of internal control, commensurate with the size and nature of its business. Regular Internal Audits and Checks carried out and also management reviews the internal control system and procedures to ensure orderly and efficient conduct of business and to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly. The Company has well defined internal control system. Internal audit in the organization is an independent appraisal activity and it measures the efficiency, adequacy and effectiveness of other controls in the organization. The Audit Committee, comprising Independent Directors, regularly reviews audit plans, significant audit findings, adequacy of internal controls, and compliance with Accounting Standards, among others.

❖ **FINANCIAL PERFORMANCE OF COMPANY:**

(A) Highlights of the Company's Financial Performance: (Rs. in lakhs)

PARTICULARS	31-03-2020	31-03-2019
Total Income (inclusive of other income & income from operation)	9409.79	5938.41
Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items)	347.58	303.62
Net Profit / (Loss) for the period before tax (after Exceptional items and/or Extraordinary items)	347.58	303.62
Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	248.16	222.80
Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	245.84	222.53
Paid up Equity Share Capital	385.41	385.41
Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	1800.95	1555.11
Earnings Per Share (of Rs. 10/- each) (for continuing and discontinued operations)		
1) Basic:	6.40	5.75
2) Diluted:	6.40	5.75

(B) Details of significant changes (i.e. change as compared to immediate previous financial year) in key financial ratios:

Ratios	2019-20 (%)	2018-19 (%)	CHANGE (%)
Debtors Turnover Ratio	29.08	39.25	(10.17)
Inventory Turnover Ratio	4.45	11.72	(7.27)
Interest Coverage Ratio	5.78	11.96	(6.18)
Current Ratio	0.92	0.84	0.08
Debt Equity Ratio	2.45	1.63	0.82
Operating Profit Margin %	4.55	5.79	(1.24)
Net Profit Margin %	2.69	3.89	(1.2)
Return on Net Worth	11.35	11.48	(0.13)

(c) Return on Net Worth during the year is 11.35% as compared to 11.48% in the previous year.

❖ **HUMAN RESOURCES:**

The Company believes that its people are its most important asset and thus continuously strives to scale up its employee engagement through well structured systems and a visionary HR philosophy. The Company continues to lay emphasis on building and sustaining the excellent organization climate based on human performance. Performance management is the key word for the Company.

Pursuit of proactive policies for industrial relations has resulted in a peaceful and harmonious situation in the Company. We are highly focused on developing our employees to perform with the same excellence for the challenges and huge business opportunities that are envisaged in future. The Company firmly believes that intellectual capital and human resources is the backbone of the Company's success.

❖ **CAUTIONARY STATEMENT:**

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the code of corporate governance approved by the Securities and Exchange Board of India. Statement in the Management Discussion and Analysis describing Company's objectives, projections, estimates, expectation may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include economic conditions affecting demand/supply and price conditions in the Government regulations, tax laws , other rules & regulation applicable to company and other incidental factors. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinion expressed here are subject to change without notice. The Company undertakes no obligations to publicly update or revise any of the opinions of forward looking statements expressed in this report, consequent to new information future events, or otherwise. Readers are hence cautioned not to place undue reliance on these statements and are advised to conduct their own investigation and analysis of the information contained or referred to this statement before taking any action with regard to specific objectives.

RISK MANAGEMENT:

The Board of Directors have developed & implemented a robust risk management policy which identifies the key elements of risks that threatens the existence of the Company. The Audit Committee reviews the Company's financial and risk management policies and steps taken by the Company to mitigate such risks at regular intervals.

CORPORATE SOCIAL RESPONSIBILITY:

This clause is not applicable to company for financial year 2019-2020

PREVENTION OF SEXUAL HARASSMENT POLICY:

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 of working environmental regulations.

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees either permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the website of the company www.raghuvir.com

Your Directors state that during the year under review, there were no cases filed pursuant to the aforesaid Act.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- that in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis.
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

KEY MANAGERIAL PERSON:

Mr. Sunil R. Agarwal, Chairman & Managing Director (Executive), Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal, Joint Managing Directors (Executive), Mr. Vikram R. Gupta, Chief Financial Officer and Miss Pratika P. Bothra, Company Secretary & Compliance officer are the Key Managerial Personnel of the Company as on date.

ENVIRONMENT AND POLLUTION CONTROL:

The Company is well aware of its responsibility towards a better and clean environment. Our efforts in environment management go well beyond mere compliance with statutory requirements. The Company has always maintained harmony with nature by adopting eco-friendly technologies and upgrading the same from time to time incidental to its growth programmes.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR), Regulations, 2015. Employees can raise any suspected or actual violations to the Code of Conduct. Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. Your Directors state that during the year under review, there were no cases filed pursuant to the aforesaid Act.

THE CHANGE IN NATURE OF BUSINESS:

There is no any material change in the business of the Company during the year under review.

THE IMPACT OF THE COVID-19 PANDEMIC AND THE RESULTANT LOCKDOWN, ON THE OPERATIONS OF THE COMPANY.

The COVID-19 pandemic has disrupted various business operations due to lockdown and other emergency measures imposed by the governments. The Company Plant & operations were shut down under lockdown phase (as applicable). The operations of the Company were impacted briefly, due to shutdown of manufacturing activities following nationwide lockdown. The Company continues with its operations in a phased manner in line with directives from the authorities. The Company has resumed operations of its manufacturing plants from 20th May, 2020. The Company is taking utmost care of its staff and work force like sanitization social distancing, mandatory mask wearing and maintaining proper hygiene.

The company has considered the possible effect that may result from pandemic relating to COVID-19 on the carrying operation of business. In developing the assumptions relating to the possible future uncertainty in global economic conditions including conditions in India because of this pandemic, the company does not expect significant impact on its operations and recoverability of value of its assets.



However, the impact assessment of COVID-19 is a continuing process provided that the uncertainties associated with its nature and duration. The Company would continuously monitor and assess the situations as it evolves and would provide further updates on material information/change, if any.

PARTICULARS OF EMPLOYEES:

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as “Annexure – E” to this report.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2019-2020

APPOINTMENT OF DESIGNATED DEPOSITORY:

1. Pursuant to SEBI vide Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018 for Monitoring of Foreign Investment limits in listed Indian companies , your company have appointed CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED) as designated Depository of the company.
2. Pursuant to SEBI, vide circular dated May 28, 2018, for system-driven disclosures in securities market with effect from August, 1 2018 respect to the disclosures of promoter/promoter group, the CEO and upto two levels below CEO of a company as:
 - a. Disclosures under Regulation 29(1) and 29(2) of SAST Regulations
 - b. Disclosures under Regulation 7(2) of PIT Regulations

In compliance with the same your company have appointed NSDL (National Securities Depository Limited) as designated Depository of the company and secondary Depository as CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED)

ACKNOWLEDGMENT:

The Directors wish to place on record their appreciation to the devoted services of the workers, staff and the officers who largely contributed to the efficient management of the Company in the difficult times. The Directors place on record their appreciation for the continued support of the shareholders of the Company. The Directors also take this opportunity to express their grateful appreciation for assistance and cooperation received from the bankers, vendors and stakeholders including financial institutions, Central and State Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LTD.**

**DATE : 10/11/2020
PLACE : AHMEDABAD**

**SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303**

ANNEXURE - A TO DIRECTOR'S REPORT

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:

CIN	L17119GJ1982PLC005424
Registration Date	18/08/1982
Name of the Company	RAGHUVIR SYNTHETICS LIMITED
Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
Address of the registered office and contact details	Nr. Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad, Gujarat - 380023. Ph no. : 079-22911015-22911902-22910963 Email id: raghuvirad1@sancharnet.in
Whether listed company (Yes/No)	YES*
Name, address and contact details of Registrar and Transfer Agent, if any	M/S LINK INTIME INDIA PRIVATE LTD 506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD - 380009 Ph : 079 2646 5179 Email id: ahmedabad@linkintime.co.in

*The Company's Shares are listed at the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange.

*The shares of the company are suspended on Calcutta stock exchange. The company has applied and paid fee(s) for revocation of suspension and complied with all the compliances as required by Calcutta Stock Exchange in this regard, however the process of revocation of suspension is under process respect to action to be taken at the end of Calcutta Stock Exchange.

II. PRINCIPAL OF BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Finishing of cotton and blended cotton textiles.	13131	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Pursuant to Companies (Amendment) Act, 2017, Your Company has no associate/subsidiary/ joint venture Company as on 31st March, 2020.



IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):- AS ON 31.03.2020

(i) Category-wise Shareholding:

CATEGORY OF SHARE HOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 31.03.2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31.03.2020				% CHANGE DURING THE YEAR
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	2902575	NIL	2902575	74.91	2902575	NIL	2902575	74.91	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub total A(1)	2902575	NIL	2902575	74.91	2902575	NIL	2902575	74.91	NIL
(2) FOREIGN									
a) NRI-individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total A(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	2902575	NIL	2902575	74.91	2902575	NIL	2902575	74.91	NIL
B) Public Shareholding									
Bodies Corporate	51606	NIL	51606	1.33	51309	NIL	51309	1.32	(0.01)
Individual	396759	506814	903573	23.318	427665	475714	903379	23.313	(0.005)
Any other (Specify)									
Hindu Undivided Family	16607	NIL	16607	0.428	17425	NIL	17425	0.449	0.021
Non Resident Indians (Non Repat)	301	NIL	301	0.007	301	NIL	301	0.007	NIL
Non Resident Indians (Repat)	11	NIL	11	0.0003	11	NIL	11	0.0003	NIL
Clearing Member	327	NIL	327	0.0084	NIL	NIL	NIL	NIL	(0.0084)
Total shareholding of others (B)	465611	506814	972425	25.09	496711	475714	972425	25.09	NIL
GRAND TOTAL (A+B)	3368186	506814	3875000	100	3399286	475714	3875000	100	NIL

(ii) Shareholding of Promoters:

Sl. No.	NAME OF PROMOTERS	SHARE HOLDING AT THE BEGINNING OF THE YEAR			SHARE HOLDING AT THE END OF THE YEAR			% Change During the year
		No. of shares	% of total shares of the company	% of shares pledge / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledge / encumbered to total shares	
1	Mr. Sunil R. Agarwal	1216624	31.40	-	1216624	31.40	-	NIL
2	Mrs. Pamita S. Agarwal	871921	22.50	-	871921	22.50	-	NIL
3	Mr. Yash S. Agarwal	439203	11.33	-	439203	11.33	-	NIL
4	Mr. Hardik S. Agarwal	374827	9.67	-	374827	9.67	-	NIL
	Total	2902575	74.91	-	2902575	74.91	-	NIL

(iii) Change in Promoter's Shareholding: NO CHANGE
(iv) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):

SL. NO.	FOR EACH OF THE TOP 10 SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CHANGE IN SHAREHOLDING (NOS. OF SHARES)		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of Shares	% of Total Shares of The Company	Increase	Decrease	No. of Shares	% of Total Shares of The Company
1.	MADAN AND COMPANY LIMITED	48100	1.241	-	-	48100	1.241
2.	SAKAR SOHANLAL SHARMA	39599	1.021	-	-	39599	1.021
3.	JYOTIPRASAD D CHIRIPAL	23743	0.612	15208	-	38951	1.00
4.	JAIPRAKASH D CHIRIPAL	34373	0.887	200	-	34573	0.89
5.	BRIJMOHAN D CHIRIPAL	29598	0.763	-	-	29598	0.763
6.	BHAVNA DARSHAN MEHTA	11008	0.284	-	-	11008	0.284
7.	VINOD KUMAR AGGARWAL	10376	0.267	-	-	10376	0.267
8.	MAYABEN VIJAYKUMAR PAREKH	8542	0.220	-	-	8542	0.220
9.	PURVI MANISH MEHTA	83	0.00	7800	-	7883	0.20
10.	VINOD KUMAR MADANLAL SARAF	7327	0.189	-	-	7327	0.189



(v) Shareholding of Directors and Key managerial Personnel:

SL. NO.	FOR EACH OF THE DIRECTORS AND KMP	SHARE HOLDING AT THE BEGINNING OF THE YEAR		PURCHASE/ (SALE) DURING THE YEAR	CUMULATIVE SHAREHOLDING DURING THE YEAR	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1.	Mr. Sunil Agarwal Chairman & Managing Director	1216624	31.40	NIL	1216624	31.40
2.	Mr. Yash Agarwal Joint Managing Director	439203	11.33	NIL	439203	11.33
3.	Mr. Hardik Agarwal Joint Managing Director	374827	9.67	NIL	374827	9.67
4.	Mrs. Pamita Agarwal - Non-Executive Director	871921	22.50	NIL	871921	22.50
5.	Mr. Samir Sheth - Independent Director	NIL	NIL	---	NIL	NIL
6.	Mr. Kamal Patel - Independent Director	NIL	NIL	----	NIL	NIL
7.	Mr. Anup Agarwal - Independent Director	NIL	NIL	----	NIL	NIL
8.	Mr. Nishit Joshi - Independent Director	NIL	NIL	----	NIL	NIL
9.	Mr. Vikram Gupta - Chief Financial officer	NIL	NIL	----	NIL	NIL
10.	Miss Pratika Bothra Company Secretary & Compliance officer	NIL	NIL	----	NIL	NIL

V. INDEBTEDNESS:

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

	* Secured Loans Excluding Deposits (Rs. In Lakhs)	Unsecured Loans	Deposits	Total Indebtedness (Rs. In Lakhs)
Indebtedness at the beginning of the financial year				
i) Principal Amount	1325.61	NIL	NIL	1325.61
ii) Interest Due but Not Paid	NIL	NIL	NIL	NIL
iii) Interest Accrued but not due	NIL	NIL	NIL	NIL
Total i + ii + iii	1325.61	NIL	NIL	1325.61
Change in indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	261.52	NIL	NIL	261.52
Net Change Indebtedness at the end of the financial year				
i) Principal Amount	1064.09	NIL	NIL	1064.09
ii) Interest Due but Not Paid	NIL	NIL	NIL	NIL
iii) Interest Accrued but not due	NIL	NIL	NIL	NIL
Total i + ii + iii	1064.09	NIL	NIL	1064.09

* The Secured Loans is disclosed of current and non-current maturities along with net processing charges.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount Rs. In lakhs)
		MR. SUNIL R. AGARWAL (CHAIRMAN & MANAGING DIRECTOR) (Per Annum Rs. In lakhs)	MR. YASH S. AGARWAL (JOINT MANAGING DIRECTOR) (Per Annum Rs. In lakhs)	MR. HARDIK S. AGARWAL (JOINT MANAGING DIRECTOR) (Per Annum Rs. In lakhs)	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360	98	98	NA	556
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NA	NA	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NA	NA	NA	NIL
2	Stock Option	NA	NA	NA	NA	NIL
3	Sweat Equity	NA	NA	NA	NA	NIL
4	Commission - as % of profit - others, specify...	NA	NA	NA	NA	NIL
5.	Provident fund Gratuity	43.2	-	-		43.2
6.	Others, please specify	NA	NA	NA	NA	NIL
	Total Remuneration Paid (A)	403.20	98	98	NA	599.20
	Ceiling as per the Act (as per the Schedule V Part II Section II)	360 lakhs (Provident fund & Gratuity paid by the company company is not included in the ceiling limit)	168 lakhs (Provident fund & Gratuity paid by the company is not included in the ceiling limit)	168 lakhs (Provident fund & Gratuity paid by the company is not included in the ceiling limit)	NA	696 Lakhs (Provident fund & Gratuity paid by the company is not included in the ceiling limit)

1. Remuneration of Mr. Sunil R. Agarwal was increased to Rs. 360 lakhs p.a w.e.f 1/04/2019.
2. Remuneration of Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal each was waived off w.e.f 01/11/2019



B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amt.
		MR. NISHIT JOSHI	MR. ANUP AGARWAL	MR. KAMAL PATEL	MR. SAMIR SHETH	
1	Independent Directors					NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	MRS. PAMITA AGARWAL*	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act (as per the Schedule V Part II Section II)	-	-	-	-	-

*No commission was paid to Mrs. Pamita S. Agarwal for the F.Y 2019-2020

C. Remuneration to key managerial personnel other than MD/Manager/WTD :

SN	Particulars of Remuneration	MR. VIKRAM GUPTA (Chief Financial Officer) (Per Annum in Rs.)	MISS PRATIKA P. BOTHRA (Company Secretary & Compliance officer) (Per Annum in Rs.)	Total (In Rs.)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	703479	405325	1108804
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NA	NA	NIL
3	Sweat Equity	NA	NA	NIL
4	Commission	NA	NA	NIL
	- as % of profit	NA	NA	NIL
	others, specify...	NA	NA	NIL
5	Provident Fund & Gratuity	NA	NA	NA
6	Others, please specify	NA	NA	NIL
	Total	703479	405325	1108804

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

Note:

The Extract of the Annual return in MGT-9 is posted on the company website. The weblink to access the Extract of the Annual return in MGT-9 for the Financial year 2019-2020 over the website is http://www.raghuvir.com/annual_report.html



“ANNEXURE – B ”

FORM NO. AOC-2

(FINANCIAL YEAR 2019-2020)

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

1. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Names of related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transaction	Justification for entering into such contracts or arrangements & Approval by Board of Directors	Reviewed by Board	Amount of contract or arrangement (Rs. in lakh)	Date of special resolution u/s 188
1.	Raghukaushal Textile Private Ltd.	Sales Charges and other Income	F.Y 2019-2020	Transaction limit should not exceed Rs. 5 crores in financial year 2019-2020	The contract was renewed & approved for execution via Audit committee & board of Directors meeting held on 02/04/2019	The Transactions & the limits are verified by the Audit committee Quarterly & the Board Reviewed the same on the basis of Audit committee report. The Register of contracts as per section 189 was signed by the Board of Directors in meeting held on 29/06/2020 for F.Y 2019-2020	180.47	---
2.	RSL Dyecot Pvt. Ltd.	Sales Processing Charges and other Income	F.Y 2019-2020	Transaction limit should not exceed Rs. 5 crores in financial year 2019-2020	The contract was renewed & approved for execution via Audit committee & board of Directors meeting held on 02/04/2019	The Transactions & the limits are verified by the Audit committee Quarterly & the Board Reviewed the same on the basis of Audit committee report. The Register of contracts as per section 189 was signed by the Board of Directors in meeting held on 29/06/2020 for F.Y 2019-2020	46.62	---

Sr. No.	Names of related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transaction	Justification for entering into such contracts or arrangements & Approval by Board of Directors	Reviewed by Board	Amount of contractor arrangement (Rs. in lakh)	Date of special resolution u/s 188
3.	Raghuvir Exim Ltd	<p>Sales Processing Charges and other Income</p> <hr/> <p>Finished Good Sales</p> <hr/> <p>Purchase</p>	F.Y 2019-2020	Transaction limit should not exceed Rs. 80 crores in financial year 2019-2020	The contract was renewed & approved for execution via Audit committee & board of Directors meeting held on 02/04/2019	<p>The Transactions & the limits are verified by the Audit committee Quarterly & the Board Reviewed the same on the basis of Audit committee report.</p> <p>The Register of contracts as per section 189 was signed by the Board of Directors in meeting held on 29/06/2020 for F.Y 2019-2020</p>	<p>1117.89</p> <hr/> <p>4463.85</p> <hr/> <p>986.26</p>	In accordance to the provisions Regulation of 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force) and Company's policy on Material Related Party transaction(s) Material Related Party Transactions approved by the Members of the Company on 27.09.2019



RAGHUVIR SYNTHETICS LIMITED

Sr. No.	Names of related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transaction	Justification for entering into such contracts or arrangements & Approval by Board of Directors	Reviewed by Board	Amount of contractor arrangement (Rs. in lakh)	Date of special resolution u/s 188
4.	HYS Developers LLP	Finished Good Sales	F.Y 2019-2020	Transaction limit should not exceed Rs. 70 crores in financial year 2019-2020	The contract was renewed & approved for execution via Audit committee & board of Directors meeting held on 02/04/2019.	The Transactions & the limits are verified by the Audit committee Quarterly & the Board Reviewed the same on the basis of Audit committee report. The Register of contracts as per section 189 was signed by the Board of Directors in meeting held on 29/06/2020 for F.Y 2019-2020	162.52	In accordance to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force) and Company's policy on Material Related Party transaction(s), Material Related Party Transactions approved by the Members of the Company on 23.12.2019
		Purchase					4676.42	

Sr. No.	Names of related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transaction	Justification for entering into such contracts or arrangements & Approval by Board of Directors	Reviewed by Board	Amount of contractor arrangement (Rs. in lakh)	Date of special resolution u/s 188
5.	Sunil R Agarwal	Rent Expense	F.Y 2019-2020		Contract entered on 02.04.2013 & contract modified and adopted in the Board meeting held on 8th December, 2018	Register was signed by the Board of Directors on 29/06/2020	33.05	---
6.	Raghuvir Exim Ltd	Rent Expense	F.Y 2019-2020		Contract entered on 02.04.2013	Register was signed by the Board of Directors on 29/06/2020	2.04	---
7.	The Sagar Textile Mills Pvt Ltd	Rent Expense	F.Y 2019-2020		Contract entered on 01.03.2012	Register was signed by the Board of Directors on 29/06/2020	2.55	---
8.	Raghuvir Research Foundation Trust	Donation	F.Y 2019-2020	Transaction limit should not exceed Rs.40,00,000/- in financial year 2019-2020	Limit of Rs.40,00,000/- in any f.y should not exceed as approved by board of directors subject to approval by members of Company.	Register was signed by the Board of Directors on 29/06/2020	15	As approved by members in general meeting held on 30.09.2016

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

Sr. No.	Names of related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Dates of approval by the Board	Amount paid as advances, if any
1	NA	NA	NA	NA	NA	NA

**By order of the Board of Directors
Raghuvir Synthetics Limited**

**Sunil R. Agarwal
Chairman & Managing Director
DIN: 00265303**



ANNEXURE-C TO DIRECTOR'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

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

To,
The Members,
RAGHUVIR SYNTHETICS LIMITED
Rakhial Road, Rakhial,
Ahmedabad - 380023.

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

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I 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:

- I. The Companies Act, 2013 ('the Act') and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not Applicable to the Company during the Audit Period)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);

- 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period) and;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Uniform Listing Agreement entered into by the Company with Stock Exchanges pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

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

The Status of the company in Calcutta Stock Exchange is "SUSPENDED" during the period under the review (Financial year 2019-20). The company has applied and paid fee(s) for revocation of suspension and complied with all the compliances as required by Calcutta Stock Exchange in this regard. The Management of the company has informed that the process of revocation of suspension is under process respect to verification of documents at the end of Calcutta Stock Exchange.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

A. INDUSTRIAL & LABOUR LAWS:

- a) The Factories Act, 1948
- b) The Minimum Wages Act, 1948
- c) The Payment of Wages Act, 1936
- d) Employee's State Insurance Act, 1948
- e) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- f) The Payment of Bonus Act, 1965
- g) The Payment of Gratuity Act, 1972
- h) The Employees' Compensation Act, 1923
- i) The Apprentices Act, 1961
- j) The Child Labour (Prohibition and Regulation) Act, 1986
- k) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959

B. ENVIORNMENT RELATED:

- a) The Environment (Protection) Act, 1986
- b) The Hazardous Wasted (Management, Handling And Transboundary Movement) Rules, 2008



- c) The Water (Prevention & Control of Pollution) Act, 1974
- d) The Air (Prevention & Control of Pollution) Act, 1981

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

Date : 10/11/2020
Place : Ahmedabad

FOR, ALPESH DHANDHYA & ASSOCIATES
COMPANY SECRETARIES

CS ALPESH DHANDHYA
PROPRIETOR
COP: 12119
UCN: I2013GJ1046200
PEER REVIEW REGISTRATION NUMBER: 508/2017
MSME : GJ01D0195754
UDIN : A032500B001147251

To,
The Members,
RAGHUVIR SYNTHETICS LIMITED
Rakhial Road, Rakhial Ahmedabad,
Gujarat-380023, India

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date : 10/11/2020
Place : Ahmedabad

FOR, ALPESH DHANDHYA & ASSOCIATES
COMPANY SECRETARIES

CS ALPESH DHANDHYA
PROPRIETOR
COP: 12119
UCN: I2013GJ1046200
PEER REVIEW REGISTRATION NUMBER: 508/2017
MSME : GJ01D0195754
UDIN : A032500B001147251

ANNEXURE - D TO DIRECTOR'S REPORT
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

A. CONSERVATION OF ENERGY:

The Company endeavors to conserve energy wherever possible.

Total energy consumption & consumption per unit of production:

Particulars	2019-2020	2018-2019
1. Power and Fuel Consumption :		
Purchases Units (KHW '000)	4041.56	4502.05
Total Cost (Rs. In Lakhs)	348.22	371.64
Rate per Unit (Rupees)	8.62	8.25
Consumption in Units (Per unit of production)	0.260	0.245
2. Coal and Wooden Dust :		
Quantity Consumed (M.T)	9970.330	11017.823
Total Cost (Rs. In Lakhs)	581.84	725.71
Rate per M.T. (Rupees)	5835.68	6586.65
Consumption in Kgs. (Per Unit of production)	0.640	0.600
3. Wind Mill (Units)	-	95037

B. TECHNOLOGY ABSORPTION:

The Company is not having any technology Collaboration in its manufacturing operations.

C. FOREIGN EXCHANGE EARNING AND OUT GO:

Particulars	2019-2020	2018-2019
i. Total Foreign Exchange Used (Rs.)	24053320	8148702
ii. Total Foreign Exchange Earned (on F.O.B basis) (Rs.)	164925867	126125599

ANNEXURE - E TO DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES:-

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. In the Financial year 2019-2020 :
 - There is increase in remuneration of Rs. 360 Lakhs per annum of Mr. Sunil R. Agarwal, Chairman & Managing Director w.e.f 01/04/2019.
 - The remuneration of Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal ,Joint Managing Directors of the company is waived off w.e.f 01.11.2019 , The remuneration was paid to Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal as Joint Managing Director of the company for the period from 01.04.2019 to 31.10.2019
2. The remuneration of each Director/ KMP of the Company for the financial year 2019-2020 is specified herewith:

Sr. No.	Name of Director/KMP	Remuneration for FY 2019-2020 (Rs in lakhs Per Annum)	% increase or decrease in remuneration in FY 2019-2020 as compared to F.Y 2018-2019	Ratio of remuneration of each Directors to the median remuneration of the employee
1.	Mr. Sunil Agarwal Chairman & Managing Director	360	114.29% Increase	142.85 times
2.	Mr. Yash Agarwal Joint Managing Director#	98	NA	66.67 times
3.	Mr. Hardik Agarwal Joint Managing Director#	98	NA	66.67 times
4.	Mr. Samir Sheth Independent Director	NIL	NA	NA
5.	Mr. Kamal Patel Independent Director	NIL	NA	NA
6.	Mr. Anup Agarwal Independent Director	NIL	NA	NA
7.	Mrs. Pamita Agarwal Non - Executive Director	NIL	NIL	NA
8.	Mr. Nishit Joshi Independent Director	NIL	NA	NA
9.	Mr. Vikram Gupta Chief Financial Officer	7.03	NA	NA
10.	Miss Pratika Bothra Company Secretary & Compliance officer	4.05	NA	NA

The remuneration of directors and salary of employees is calculated on basis of gross salary.

#Ratio of remuneration of Joint Managing Directors in comparison to the median remuneration of the employee is calculated on the basis of 7 months.



3. There were 226 employees (other than directors) on the rolls of Company as on 31st March, 2020
4. It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy adopted /amended & adopted by the company. The Policy is placed on the website of the company www.raghuvir.com
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year : The average percentile increase already made in the salaries of employees other than the managerial personnel is 4.73% as of year ended on March, 2020
6. Increase in the managerial remuneration and justification thereof - The managerial remuneration is increased and paid to the directors as per section 197 and Schedule V of the companies act 2013 and amendments thereon with respect to the approval of Board of Directors and shareholders of the company.

ANNEXURE – F TO DIRECTOR’S REPORT

POLICY RELATING TO THE REMUNERATION FOR THE EXECUTIVE DIRECTOR, NON-EXECUTIVE/ INDEPENDENT DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL is that:-

General:

- a) The remuneration/ compensation/ commission etc. to the Executive Director will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company.
- b) The remuneration and commission to be paid to the Executive Director shall be in accordance with the percentage/ limits/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Company Act 2013 & amendment in the act thereon
- c) Increments to the existing remuneration/ compensation structure in the case of Executive Director may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders and in accordance with the provisions of Section 197 & Schedule V of the Companies Act, 2013.
- d) Where any insurance is taken by the Company or its Holding Company on behalf of the Company’s Executive Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- e) Remuneration of other KMP or Senior Management Personnel shall be as per the policy of the Company as duly approved by the Committee.
- f) Reimbursement of Expenses: The Directors would be entitled to reimbursement of expenses incurred for attending the Board/ Committee meetings and other meetings.

Remuneration to Executive Director/ KMP and Senior Management Personnel:

a) Fixed pay:

The Executive Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer’s contribution to P.F, pension scheme, medical expenses, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee. The monthly remuneration of Senior Management Personnel shall be as per the policy of the Company duly approved by the Committee.

b) Commission:

Commission may be paid to the Executive Director, as may be applicable, within the monetary limit approved by shareholders, subject to the limits prescribed under the applicable provisions of the Act.

c) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Director in accordance with the provisions Schedule V of the Act..

d) Provisions for excess remuneration:

If any Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval required under the

Act,, he/ she shall refund such sums to the Company as prescribed under the Act and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the shareholder as prescribed under the Act.

Remuneration to Non-Executive/ Independent Director:

a) Remuneration/ Commission:

The remuneration/ commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company, the Act and the Listing Regulations.

In case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, it shall be subject to the approval of shareholders by special resolution.

b) Sitting Fees:

The Non-Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act and as per the criteria approved by the Board from time to time. The Board of Directors will fix the Commission payable to Directors on the basis of number of Board/Committee meetings attended during the year, Chairmanships of Committees and based on contribution and participation of Directors of the Company and their involvement in Company's strategic matters. "Differential Commission may be paid monthly / yearly to all Non – Executive / Independent Directors or selected Non – Executive / Independent Director based on their participation, contribution and active role in the Board and strategic matters of the Company.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company. Non-Executive Directors are eligible for Stock options in accordance with Schemes formulated by the Company.

Note:- The Policy can be accessed on the website of the company on stated web link <http://www.raghuvir.com/policies.html>

CORPORATE GOVERNANCE REPORT

Corporate Governance

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the Company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

It aims to assure the shareholders that it is “Your Company” and it belongs to you. The Chairman and Board of Directors are your fiduciaries and trustees pushing the business forward in maximizing long term value for its shareholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2019-2020

Company’s Philosophy on Corporate Governance

The fundamental approach to corporate governance is to ensure the condition that Board of Directors and managers act in the interest of the Company. The implementation of good corporate governance leads to increase in the long term value of the shareholders and also in the enhancement of the interest of the other stakeholders. The Company is led by the Chairman and the Managing Director who are responsible for implementing the broad policies and guidelines.

Your Company has followed all the mandatory requirement of Corporate Governance complying with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) and applicable provisions of Companies Act, 2013 and looking forward positively to follow non mandatory provisions. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over sustained period of time.

BOARD OF DIRECTORS

The Board at Raghuvir Synthetics Limited is entrusted with the responsibility of the Management, directions and performance of the Company. The Board’s primary role is fiduciary. The Board provides leadership, strategic guidance, objective and its independent view to the Company’s management while discharging its responsibilities and ensures that the management adheres to ethics, transparency and disclosures. The Board members take an active part at the Board and Committee meetings and provide valuable guidance to the Management on various aspects of the business, governance and compliance.. The Board of the Company has a good mix of Executive and Non-Executive Directors.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company . The Board Meetings are pre-scheduled and a tentative annual calendar of the Board Meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business exigencies, the Board approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The notice and detailed 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 with the approval of the Board.

Number of Independent Directorships : As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director of any listed entities.



RAGHUVIR SYNTHETICS LIMITED

A. Composition of Board of Directors as on 31-03-2020 is as under:-

Name of the Director along with designation in Raghuvir Synthetics Limited	Category of Director in Raghuvir Synthetics Limited	Total No. of Other Directorship (In Public Companies)	Details of Committees in other Companies*		No. of Shares held in Raghuvir Synthetics Limited as at 31.03.2020	List of Directorship held in other Listed Companies and Category of Directorship
			Chairman	Member		
Mr. Sunil Agarwal DIN: 00256303 Designation: Chairman & Managing Director	Promoter, Executive & Non-Independent Director	1	NIL	1	1216624	-----
Mr. Yash Agarwal DIN: 02170408 Designation: Joint Managing Director	Promoter, Executive & Non-Independent Director	1	NIL	NIL	439203	-----
Mr. Hardik Agarwal DIN: 03546802 Designation: Joint Managing Director	Promoter, Executive & Non-Independent Director	1	NIL	NIL	374827	-----
Mrs. Pamita Agarwal DIN: 07135868 Designation: Non-Executive Director	Promoter, Non-Executive & Non-Independent Director	1	NIL	1	871921	-----
Mr. Samir Sheth DIN: 01285752 Designation: Independent Director	Non-executive & Independent Director	3	NIL	3	-----	-----
Mr. Kamal Patel DIN: 02740853 Designation: Independent Director	Non-executive & Independent Director	1	1	NIL	-----	-----
Mr. Anup Agarwal DIN: 01790620 Designation: Independent Director	Non-executive & Independent Director	NIL	NIL	NIL	-----	-----
Mr. Nishit Joshi DIN: 06749898 Designation: Independent Director	Non-executive & Independent Director	NIL	NIL	NIL	-----	-----

*Committee positions only of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in Public Companies have been considered.

B. Attendance of each director at the Board Meeting and General Meetings:

During the financial year 2019-2020, the Board of Directors of your Company met 18 (Eighteen) times on 02/04/2019, 10/04/2019, 14/05/2019, 27/05/2019, 10/06/2019, 12/07/2019, 10/08/2019, 29/08/2019, 14/09/2019, 27/09/2019, 15/10/2019, 13/11/2019, 22/11/2019, 26/11/2019, 27/12/2019, 12/02/2020, 03/03/2020, 06/03/2020. The details of directors and their attendance at the board meetings and General Meetings of the Company are as under:- (YES stands for Present & NO stands for Absent)

Further the Board of Directors passed the circular resolution dated 01/04/2019 for approval of Board of Directors, and taken it on note in the next subsequent board meeting of the company held on 02/04/2019

Name of Directors	No. of Board Meeting attended	Attendance at last AGM held on 27th September, 2019	Attendance at last EGM held on 23rd December, 2019
Sunil Agarwal	17	YES	NO
Yash Agarwal	16	NO	NO
Hardik Agarwal	15	YES	YES
Anup Agarwal	16	YES	YES
Samirbhai Sheth	15	YES	YES
Kamalbhai Patel	15	YES	NO
Pamitadevi Agarwal	16	YES	YES
Nishitbhai Joshi	16	YES	NO

(c) Code of Conduct:

The Company has framed a code of conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the website of the Company http://www.raghuvir.com/code_conduct.html. The declaration by Shri Sunil R. Agarwal, Chairman & Managing Director of the Company regarding compliance by the Board members and Senior Management Personnel, with the said code of conduct, forms the part of this report.

(d) Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors.

The following skills / expertise / competencies required in the context of Company's businesses have been identified by the Board for it to function effectively viz. :

- (i) Business Strategy, Planning and Corporate Management (ii) Accounting & Financial Skills (iii) Marketing (iv) Communication & Personal values such as integrity, accountability, and high performance standards (v) Corporate Governance (vi) Legal & Risk Management

GIVEN BELOW IS A LIST OF CORE SKILLS, EXPERTISE AND COMPETENCIES OF THE INDIVIDUAL DIRECTORS:

SKILLS / EXPERTISE / COMPETENCIES						
Name of Directors	Business Strategy, Planning and Corporate Management	Accounting & Financial Skills	Marketing	Communication & Personal values such as integrity, accountability, and high performance standards.	Corporate Governance	Legal & Risk Management
Mr. Sunil Agarwal	✓	✓	✓	✓	✓	✓
Mr. Yash Agarwal	✓	✓	✓	✓	✓	✓
Mr. Hardik Agarwal	✓	✓	✓	✓	✓	✓
Mr. Samir Sheth	✓	✓	✓	✓	✓	✓
Mr. Kamal Patel	✓	✓	✓	✓	✓	✓
Mr. Anup Agarwal	✓	✓	✓	✓	✓	✓
Mrs Pamita Agarwal	✓	✓	✓	✓	✓	✓
Mr. Nishit Joshi	✓	✓	✓	✓	✓	✓

Note: These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills listed therein in expertise manner.

The evaluation of Board committee & Board meetings are also performed by the Nomination & Remuneration committee as per the Board evaluation policy adopted by the company , placed Company's website, can be accessed via following web link at <http://www.raghuvir.com/policies.html>

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

(e) Confirmation from the Board of Directors in context to Independent Directors:

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

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

No Independent Director has resigned before expiry of his tenure.

AUDIT COMMITTEE

The Audit Committee, comprising four Directors, all being Non-Executive & Independent Directors and all of them have financial and accounting knowledge. The constitution of Audit Committee also meets with the requirements under Section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Reg, 2015. Members are regularly present at the meetings.

Terms of Reference:

1. Review with the Company , the preparation, execution and results of the Company's annual internal audit work program;

2. Review the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
3. Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
4. Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
5. Discussion with internal auditors on any significant findings and follow up thereon;
6. Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
7. Review statement of significant related party transactions
8. Review the internal audit reports relating to internal control weaknesses;
9. Scrutinize inter-corporate loans and investments;
10. Review the functioning of the Whistle blower mechanism; and
11. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall verify that the systems for internal control are adequate and are operating effectively.

The detailed terms of reference, responsibilities, duties and functions of Audit committee are placed Company’s website, can be accessed via following web link at <http://www.raghuvir.com/policies.html>

A. Number of Audit Committee Meetings held during the financial year 2019-2020 and dates of the meetings:

Audit Committee Meeting	Date
1	02/04/2019
2	27/05/2019
3	10/08/2019
4	13/11/2019
5	22/11/2019
6	12/02/2020

B. The Composition of an Audit Committee as on 31.03.2020 and details of committee meetings attended by members are as under:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Mr. Nishit Joshi	Chairman	Independent & Non-Executive	6	6
Mr. Kamal Patel	Member	Independent & Non-Executive	6	6
Mr. Samir Sheth	Member	Independent & Non-Executive	6	6
Mr. Anup Agarwal	Member	Independent & Non-Executive	6	6

NOMINATION AND REMUNERATION COMMITTEE

The brief description of Terms of Reference of Nomination and Remuneration Committee is to guide the Board in relation to the appointment and removal, identifying persons and to recommend/review remuneration of the directors including Whole-time/ Executive Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

Terms of Reference:

- Recommend to the Board the setup and composition of the Board and its committees.
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- Oversee familiarization programs for Directors.

The detailed terms of reference, responsibilities, duties and functions of Nomination and Remuneration Committee are placed Company's website, can be accessed via following web link at <http://www.raghuvir.com/policies.html>

A. Number of Nomination and Remuneration Committee Meetings held during the financial year 2019-2020 and dates of the meetings:

Nomination and Remuneration Committee meeting	Date
1	10/06/2019
2	22/11/2019

B. The composition of the Nomination and Remuneration Committee as on 31.03.2020 and the details of the meetings attended by the Directors are given below:

Name of the Member	Designation	Category	Committee Meeting attended
Mr. Nishit Joshi	Chairman	Independent & Non-Executive	2
Mr. Kamal Patel	Member	Independent & Non-Executive	2
Mr. Samir Sheth	Member	Independent & Non-Executive	2
Mr. Anup Agarwal	Member	Independent & Non-Executive	2

C. 1) Performance evaluation criteria for Independent Directors:

The framework used to evaluate the performance of the Independent Directors is based on the expectation that they are performing their duties in a manner which should create and continue to build sustainable value for the shareholders, and in accordance with the duties and obligations imposed upon them.

2) Performance of the directors :

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

However to comply with the various provisions under Regulation 19 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and the Companies Act, 2013 ("Companies Act") , the Board of Directors adopted/amended the DIRECTORS' PERFORMANCE EVALUATION POLICY with the effect from 2nd April, 2019. Respectively, the Nomination & Remuneration Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section

178 of the Companies Act, 2013 and based on their functions as mentioned in the Code of Conduct of the Directors and the criteria for the evaluation of the performance as prescribed in this policy. The meeting for the purpose of evaluation of performance of Board Members by Nomination and Remuneration committee was held on 19th March, 2020. The DIRECTORS' PERFORMANCE EVALUATION POLICY is also disclose website of the company <http://www.raghuvir.com/policies.html>

3) Fulfilment of the independence criteria as specified & their independence from the management.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. The details of remuneration paid to the Managing Director for the year 2019-2020

Name of the Director	Salary & allowances Amount (Rs. in lakhs per annum)	Commission Amount (Rs.)	Contribution of Provident Fund Gratuity & other perquisites (Rs. in lakhs per annum)	Total Amount (Rs. in lakhs per annum)
Mr. Sunil R. Agarwal	360	---	43.20	403.20
Mr. Yash S. Agarwal	98	---	---	98
Mr. Hardik S. Agarwal	98	--	---	98

- There is increase in remuneration of Rs. 360 Lakhs per annum to Mr. Sunil R. Agarwal, Chairman & Managing Director w.e.f 01/04/2019.
- The remuneration of Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal ,Joint Managing Directors of the company is waived off w.e.f 01.11.2019 , The remuneration was paid Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal as Joint Managing Directors of the company for the period from 01.04.2019 to 31.10.2019

E. The details of remuneration paid to the Non-executive Director for the year 2019-2020

Name of the Director	Salary & allowances Amount (Rs.)	Commission Amount (Rs.)	Contribution of Provident Fund Gratuity & other perquisites	Total Amount (Rs.)
Mrs. Pamita S. Agarwal	-	-	-	-

F. The details of remuneration paid to the Key Managerial Personnel for the year 2019-2020

Name of the Person	Salary & allowances Amount (Rs. in lakhs per annum)	Commission Amount (Rs.)	Contribution of Provident Fund Gratuity & other perquisites	Total Amount (Rs. in lakhs per annum)
Mr. Vikram R. Gupta (Chief Financial Officer)	7.03	-----	-----	7.03
Ms. Pratika P. Bothra (Company Secretary & Compliance officer)	4.05	-----	-----	4.05

NOTES:

1. Commission to Non-Executive Director (Non Independent) Mrs. Pamita S. Agarwal was not given for the financial year 2019-2020
2. No Commission was paid to Non-Executives Independent Directors for the financial year 2019-2020
3. None of the Non-Executives Independent Directors has any material financial interest in the Company. In the opinion and judgment of the Board, this did not affect the independence of the said director.
4. No sitting fee is payable to the Non Executive, Independent and Executive Managing Directors.

G. Details of shares of the Company held by Directors as on 31st March, 2020 are as under:

Name	No. of Shares held
Mr. Sunil Agarwal	1216624
Mr. Yash Agarwal	439203
Mr. Hardik Agarwal	374827
Mrs. Pamita Agarwal	871921
Mr. Samir Sheth	NIL
Mr. Kamal Patel	NIL
Mr. Anup Agarwal	NIL
Mr. Nishit Joshi	NIL

- The Company has no employee stock option scheme in force at present.

STAKEHOLDER/SHAREHOLDER RELATIONSHIP COMMITTEE:-

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations of Stakeholder/ Shareholder Relationship committee of the Board has been constituted.

Terms of Reference:

- Consider and resolve the grievances of security holders.
- Consider and approve issue of share certificates, transfer and transmission of securities, etc.

The detailed terms of reference, responsibilities, duties and functions of Stakeholder/ Shareholder Relationship committee are placed Company's website, can be accessed via following web link at <http://www.raghuvir.com/policies.html>

A. Number of Committee meetings held during the financial year 2019-2020 and dates of the meetings:

Stakeholder / Shareholder Relationship Committee Meeting	Date	Stakeholder /Shareholder Relationship Committee Meeting	Date
1	27/05/2019	3	13/11/2019
2	10/08/2019	4	12/02/2020

B. The Composition of Stakeholder/Shareholder Relationship Committee as on 31.03.2020 and details of committee meetings attended by Director are as under:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Mr. Nishit Joshi	Chairman	Independent & Non-Executive	4	4
Mr. Kamal Patel	Member	Independent & Non-Executive	4	4
Mr. Samir Sheth	Member	Independent & Non-Executive	4	4
Mr. Anup Agarwal	Member	Independent & Non-Executive	4	4

C. Investor Grievance Redressal:-

Number of complaints received and resolved during the year as on 31st March, 2020 is as follows:- (As per the reports received via BSE, RTA and SCORES, MCA & SEBI)

Number of complaints as on 1st April, 2019	NIL
Number of complaints received during the year ended on 31st March, 2020	4
Number of complaints resolved up to 31st March, 2020	4
Number of complaints pending as on 31st March, 2020	NIL

MANAGEMENT ADVISORY & GOVERNANCE COMMITTEE:

Management Advisory & Governance committee is established to obtain advice or recommendations from the members of the public and committees for the welfare & interest of the organization. The Committees provides organizational structure, and at the same time allow enough flexibility so the board can adapt quickly to the changing demands of the environment. The committee does not power to control over the business decisions. Their input purely is advisory and for the consideration and recommendations to the Board of Directors.

Shri Pamitadevi S. Agarwal, Shri Hardik S. Agarwal and Shri Nishit C. Joshi , Directors of the company are the Members of the committee

CHAIRMAN/MANAGING DIRECTOR AND CFO CERTIFICATION:

The Chairman/Managing Director and CFO have issued certificate pursuant to the provisions of under Regulation 17(8) of the (LODR) Reg, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

GENERAL BODY MEETINGS:

Details of General Meetings held during last three years are as under:

ANNUAL GENERAL MEETINGS:

Year	Date	Time	Venue	No. of Special Resolutions Passed
2016-2017	28/09/2017	12.00 P.M	Rakhial Road, Rakhial, Ahmedabad-23	1
2017-2018	24/09/2018	12.30 P.M	Rakhial Road, Rakhial, Ahmedabad-23	0
2018-2019	27/09/2019	12.30 P.M	Rakhial Road, Rakhial, Ahmedabad-23	3

**EXTRA-ORDINARY GENERAL MEETINGS:**

Year	Date	Time	Venue	No. of Special Resolutions Passed
2018-2019	04/02/2019	12.30 PM	Rakhial Road, Rakhial, Ahmedabad-23	6
2019-2020	23/12/2019	12.30 PM	Rakhial Road, Rakhial, Ahmedabad-23	4

- No postal ballot was conducted during the year.

DISCLOSURES:

- a) We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 mandate the formulation of certain policies for all listed companies. The corporate governance policies are available on the Company's website, at web link at <http://www.raghuvir.com/policies.html>

The policies are reviewed periodically by the Board and updated as needed. Key policies that have been adopted are as follows:

ADOPTED POLICIES BY COMPANY
POLICY ON DETERMINATION OF MATERIALITY OF EVENTS
POLICY ON NOMINATION AND REMUNERATION
POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS & DEALING WITH RELATED PARTY TRANSACTIONS
POLICY ON TERMS & CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTOR
POLICY ON STAKEHOLDER OR SHAREHOLDER RELATIONSHIP COMMITTEE
WHISTLE BLOWER POLICY
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (AMENDED)
FAMILARIZATION PROGAMME FOR INDEPENDENT DIRECTOR
POLICY ON ARCHIVAL OF DOCUMENTS
POLICY ON PRESERVATION OF DOCUMENTS
POLICY ON THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013
RISK MANAGEMENT POLICY
DIRECTORS PERFORMANCE EVALUATION POLICY

- b) **Disclosure on materially significant related party transactions:**

Full disclosure of Related party transactions issued by The Institute of Chartered Accountants of India is given under Note No. 38 of Notes Forming part of accounts for the year ended on 31st March, 2020

- c) There were no transactions of material nature except the material related party transaction with Raghuvir Exim Limited & HYS Developers LLP at arms length price and in ordinary course of

business during the year. There were no instances of non-compliance on any matter related to the capital Markets, during the last three years

- d) No. penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital Markets.
- e) In adherence to the principles of fair disclosure enumerated under Schedule A to the SEBI (Prohibition of Insider Trading) Regulations 2015 which stands further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, “ Code of practices and procedures for fair disclosure of unpublished price sensitive information “ is approved and adopted by the Board of Directors through Circular resolution on 1st April, 2019 and the revised Code came effective from 1st April, 2019.

This policy is available on the website of the Company at <http://www.raghuvir.com/policies.html>

f) Certificate from Practicing Company Secretary:

The Company has obtained a certificate from M/S. ALPESH DHANDHLYA & ASSOCIATES , Practicing Company Secretary, Membership no. ACS 32500 and COP No. 12119, that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. (Forms the Part of this report)

g) Recommendation of the committee to the Board of Directors whether placed and accepted:

Any recommendations given by the committees of the Board are required to be placed before the Board. The Board has accepted all the recommendations by committees of the Board during the financial year 31st March, 2020

h) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Total fees for all services paid by M/s. Raghuvir Synthetics Limited to M/S. ASHOK K. BHATT & Co. and other firms in the network entity of which M/S. ASHOK K. BHATT & Co is a part of:

Particulars	Amount (In Rs.)
Fees for audit and related services paid to M/S. ASHOK K. BHATT & Co. for M/S. RAGHUVIR SYNTHETICS LIMITED (including fees for limited review).	2, 36,000/- (Inclusive of GST)
Other fees paid to M/S. ASHOK K. BHATT & Co. for other firms in the network entity of which M/S. ASHOK K. BHATT & Co. is a part of i.e Fees Paid to M/S. THE SAGAR TEXTILE MILLS PVT. LTD.	11,800/- (Inclusive of GST)
Total	2,47,800/-

- i) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial statements.
- j) Procedures for assessment of risk and its minimisation have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of a properly defined framework.
- k) No money was raised by the Company through public issue, rights issue etc. in the last financial year.
- l) All pecuniary relationships or transactions of the Non-Executive Directors with the Company have been disclosed in report.

- m) The Company has one Managing Director and two Joint Managing Directors on the Board whose appointment and remuneration has been fixed by the Members of the company on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors
- n) The number of shares held by each director is mentioned in Nomination & Remuneration committee (Point G) which forms the part of this report.
- o) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required by Regulation 34(3) of the Listing Regulations.
- p) There were no material financial & commercial transactions by Senior Management as defined in Regulation 26 of the Listing Regulations where they have any personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.
- q) **LARGE CORPORATE :**
With reference to the SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 with respect to fund raising by issuance of Debt Securities by large entities and disclosures and Compliances thereof by such large entities. Respective to it , RAGHUVIR SYNTHETICS LIMITED does not fall under the criteria of "Large Corporate" as on 31st March, 2020 as specified in para 2.2 of the said SEBI Circular. Henceforth disclosures and Compliances mentioned therein to be done by Large Corporate are not applicable to your company.
- r) No Commission and no Sitting Fees was paid to Mrs. Pamita S. Agarwal , Non Executive Non Independent Director of the company for Financial year 2019-2020. No Sitting Fees was paid to all the Non Executive Independent Directors of the company for Financial year 2019-2020.
- s) The COVID-19 pandemic has disrupted various business operations due to lockdown and other emergency measures imposed by the governments. The Company Plant & operations were shut down under lockdown phase (as applicable). The operations of the Company were impacted briefly, due to shutdown of manufacturing activities following nationwide lockdown. The Company continues with its operations in a phased manner in line with directives from the authorities. The Company has resumed operations of its manufacturing plants from 20th May, 2020 . The Company is taking utmost care of its staff and work force like sanitization social distancing, mandatory mask wearing and maintaining proper hygiene.
- t) The KYC of all the directors have been filed under MCA Portal for the F.Y 2019-2020
- u) **Independent director databank registration :**
Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

RE-APPOINTMENT OF DIRECTOR (REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015)

The Directors have furnished the requisite declaration with other details provided as under for their re-appointment at the ensuing Annual General Meeting and is eligible, to offer themselves for re-appointment

Name	Mrs. Pamita Sunil Agarwal	Mr. Anup R. Agarwal	Mr. Nishit C. Joshi
Date of Birth	01/04/ 1966	25/10/1967	14/11/1966
DIN No.	07135868	01790620	06749898
No. of Equity Shares held in the Company	871921	NA	NA

Name	Mrs. Pamita Sunil Agarwal	Mr. Anup R. Agarwal	Mr. Nishit C. Joshi
Relationship with other Directors/ Manager/KMP	Wife of Mr. Sunil R Agarwal & Mother of Mr. Yash S Agarwal & Mr. Hardik S Agarwal	NA	NA
Education Qualification	B.COM (1st Year)	B.COM	Diploma in Plastic Engineering
Expertise in Specific functional Areas	She has over 5 years of experience in textile sector	He is being associated with the company from 5 years as Independent Director of the company	He is being associated with the company from 5 years as Independent Director of the company
List of other Directorship / Partnership/ Committees membership in other Companies and LLP as on 10-11-2020	Raghuvir Exim Limited	Anil Fashions Pvt Ltd	NIL
Terms and Conditions of appointment or re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation

MEANS OF COMMUNICATIONS:

a) Financial Results:

The Company has regularly published its quarterly, half yearly & annual results in newspapers & also submitted its quarterly, half yearly & annual results to stock exchanges in accordance with the Listing Agreement requirements. The Financial results can be accessed on web link : http://www.raghuvir.com/financial_results.html

b) Website:

The Company's website <http://www.raghuvir.com/> contains a separate dedicated section namely "INVESTORS" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company.

The Management Discussion and Analysis Report forms part of the report.

GENERAL SHAREHOLDERS' INFORMATION:-

A. Annual General Meeting:-

Date : 21st DECEMBER, 2020

Venue : Near Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad- 380023

Time : 12.30 PM

B. Financial Year: 2020-2021 (Tentative)

The financial year of the Company is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarterly Unaudited Result	
Quarter Ending 30th June, 2020*	Held on 7th September, 2020
Quarter Ending 30th September, 2020	Held on 10th November, 2020
Quarter Ending 31st December, 2020#	On or before 14th February, 2020
Annual Audited Result	
Year ending 31st March, 2021#	Within 60 days from 31 March, 2021



*Respect to SEBI Circular dated 29/07/2020 SEBI/HO/CFD/CMD1/CIR/P/2020/140 , extend the timeline for submission of financial results for the quarter ended on 30th June 2020 under Regulation 33 of the LODR Regulations to 15th September, 2020

#The dates & time limit may change subject to any extension provided by SEBI

C. Date of Book Closure:

The Share Transfer Book and Register of Members will remain closed from 15th December, 2020 to 21st December, 2020 (Both days inclusive).

D. Dividend: Nil**E. Listing at following Stock Exchanges:**

Name of the Stock Exchange	Stock Code
The BSE Limited (BSE)	514316
Calcutta Stock Exchange*	28124
ISIN for Equity Shares held in Demat form with NSDL and CDSL	INE969C01014

*Status of the company in Calcutta Stock Exchange is “SUSPENDED” during the period under the review. The company has applied and paid fee(s) for revocation of suspension and complied with all the compliances as required by Calcutta Stock Exchange in this regard. The process of revocation of suspension is under process at the end of action by Calcutta Stock Exchange.

F. Listing Fees:

1. The Company has been regular in paying the Annual listing fees to the Bombay stock exchange
2. The company have applied for revocation of suspension and paid the annual listing fees as per the communication received by Calcutta Stock Exchange. The process of revocation of suspension is under process at the end of action by Calcutta Stock Exchange.

G. Market Price Data:-

The Stock Market Price Data of Trading of Equity Shares of the Company at Bombay Stock Exchange for the period from 1st April, 2019 to 31st March, 2020:

Month	BSE		
	High Price	Low Price	Close Price
April-19	208.05	198.00	198.00
May-19	188.10	188.10	188.10
June-19	178.70	161.50	161.50
July-19	153.45	128.25	140.00
August-19	162.75	133.00	162.00
September-19	170.00	154.00	170.00
October-19	170.00	170.00	170.00
November-19	178.50	160.00	160.00
December-19	212.00	159.80	210.00
January-20	220.50	161.00	161.00
Febuary-20	169.00	161.00	161.00
March-20	-	-	-

H. Registrar & Share Transfer Agents:

Link Intime India Pvt Limited

506 To 508, Amarnath Business Centre - 1 (ABC-1)
Beside Gala Business Centre,
Near Xt Xavier's College Corner,
Off C G Road, Navrangpura,
Ahmedabad – 380009
Ph : 079 2646 5179
Email : ahmedabad@linkintime.co.in

I. Name of Compliance Officer : Miss Pratika P. Bothra

J. SHARE HOLDING PATTERN AS ON 31st MARCH, 2020 :

Sr. No.	Category	No. of Shares held	% of Share Holding
1.	Promoters	2902575	74.9052
2.	Mutual Fund and UTI	0	0
3.	Bank, Financial Institution, Insurance Companies (Central/State Government Institution)	0	0
4.	Foreign Institutional Investors	0	0
5.	Corporate Bodies	51309	1.3214
6.	Indian Public	903379	23.313
7.	NRIs/OCBs	312	0.0081
8.	HUF	17425	0.4497
9.	GDR	0	0
10.	Clearing Member	0	0
	Grand Total :-	3875000	100.00

K. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020

SHARES RANGE	NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1 To 500	3569	94.6433	484187	12.4951
501 To 1000	121	3.2087	108827	2.8084
1001 to 2000	36	0.9547	54338	1.4023
2001 to 3000	21	0.5569	50793	1.3108
3001 to 4000	8	0.2121	28106	0.7253
4001 to 5000	1	0.0265	5000	0.1290
5001 to 10000	4	0.1061	28969	0.7476
10001 to *****	11	0.2917	3114780	80.3814
TOTAL	3771	100	3875000	100.00



L. DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's Shares are available for dematerialization on both the Depositories Viz. National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). Equity shares of the Company representing 87.72% of the Equity share capital are dematerialized as on 31 March, 2020.

M. Income Tax PAN mandatory for Transfer of securities

As per SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No fresh transfer deed of physical share certificates can be lodged to the company or its RTA after 31st March, 2019 as per SEBI announcement. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Henceforth except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. This measure come into effect from April 01, 2019. The members are requested to refer SEBI circular SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 07/09/2020 for re-lodgement of transfer of shares.

N. Outstanding GDR/ADRs/ Warrant or any convertible instrument, conversion and likely impact on equity:- NIL

O. Factory Location:-

Nr. Gujarat Bottling, Rakhial Road,
Rakhial Ahmedabad – 380023, Gujarat (India).

P. Registered Office Address for Correspondence

Raghuvir Synthetics Limited

Nr. Gujarat Bottling, Rakhial Road,
Rakhial, Ahmedabad-380 023.

Phone : 079-22911015-22911902-22910963

Website address: www.raghuvir.com

Email Id: raghuvirad1@sancharnet.in

DATE : 10/11/2020
PLACE : AHMEDABAD

BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LTD.

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
Raghuvir Synthetics Limited
Ahmedabad

Mr. Sunil Raghbirprasad Agarwal, Chairman & Managing Director, Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal, Joint Managing Directors of Raghuvir Synthetics Limited hereby declare that all the board members and senior executives one level below the executive directors including all functional heads have affirmed for the financial year ended 31st March, 2020, compliance with the code of conduct of the Company laid down for them.

For RAGHUVIR SYNTHETICS LIMITED

SUNIL R. AGARWAL
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00265303

YASH S. AGARWAL
JOINT MANAGING DIRECTOR
DIN: 02170408

HARDIK S. AGARWAL
JOINT MANAGING DIRECTOR
DIN: 03546802

DATE : 10/11/2020
PLACE : AHMEDABAD



**Managing Director and Chief Financial Officer Certification
under Regulation 17(8) of the (LODR) Reg, 2015**

To,
The Board of Director
Raghuvir Synthetics Limited.
Ahmedabad

Mr. Sunil Raghubirprasad Agarwal, Chairman & Managing Director in terms of Companies Act, 2013 , Mr. Yash S. Agarwal & Mr. Hardik S. Agarwal, Joint Managing Directors and Mr. Vikram R. Gupta, Chief Financial Officer of the Company hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement of Raghuvir Synthetics Limited for the year ended 31st March, 2020 and to the best of their knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls & have disclosed it to the company auditor's and the Audit committee of the Company Board.
- D. We have disclosed based on our evaluation of the company internal control over Financial reporting wherever applicable to the company auditor's and the Audit committee of the Company Board:
1. Any significant changes in internal control over financial reporting during the year covered by this report;
 2. Any significant changes in accounting policies during the year covered by this report; and
 3. Any instances of significant fraud of which we have become aware , that involve Management or other employees who have a significant role in the internal control system of the Company over Financial reporting.

Place : Ahmedabad
Date : 10/11/2020

For RAGHUVIR SYNTHETICS LIMITED

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00265303

YASH S. AGARWAL
JOINT MANAGING DIRECTOR
DIN: 02170408

HARDIK S. AGARWAL
JOINT MANAGING DIRECTOR
DIN: 03546802

VIKRAM R. GUPTA
CHIEF FINANCIAL OFFICER

Certificate on Corporate Governance

To,
The Members of
RAGHUVIR SYNTHETICS LIMITED
Rakhial Road, Rakhial,
Ahmedabad-380023.

We have examined the compliance of the conditions of Corporate Governance by Raghuvir Synthetics Limited (the Company) for the year ended 31st March 2020, as stipulated in clause in Regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanation given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance for the year under the review as stipulated in the above mentioned Listing Regulations.

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

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

Date : 10/11/2020
Place : Ahmedabad

FOR, ALPESH DHANDHYA & ASSOCIATES
COMPANY SECRETARIES

CS ALPESH DHANDHYA
PROPRIETOR
COP: 12119
UCN: I2013GJ1046200
PEER REVIEW REGISTRATION NUMBER: 508/2017
MSME : GJ01D0195754
UDIN : A032500B001148890



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 of
RAGHUVIR SYNTHETICS LIMITED

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. RAGHUVIR SYNTHETICS LIMITED having CIN: L17119GJ1982PLC005424 and having registered office at RAKHIAL ROAD, RAKHIAL, AHMEDABAD, GUJARAT-380023, INDIA (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below 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..

S.N.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1	SUNIL RAGHUBIRPRASAD AGARWAL	00265303	18/08/1982
2	SAMIRBHAI RAMESHBHAI SHETH	01285752	01/07/2009
3	ANUP RAMNIWAS AGARWAL	01790620	09/02/2016
4	YASH SUNIL AGARWAL	02170408	08/07/2011
5	KAMALBHAI BANSILAL PATEL	02740853	03/08/2009
6	HARDIK SUNIL AGARWAL	03546802	08/07/2011
7	NISHIT CHANDULAL JOSHI	06749898	11/03/2016
8	PAMITA SUNIL AGARWAL	07135868	26/03/2015

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 nor effectiveness with which the management has conducted the affairs of the Company.

Date : 10/11/2020
Place : Ahmedabad

FOR, ALPESH DHANDHYA & ASSOCIATES
COMPANY SECRETARIES

CS ALPESH DHANDHYA
PROPRIETOR
COP: 12119
UCN: I2013GJ1046200
PEER REVIEW REGISTRATION NUMBER: 508/2017
MSME : GJ01D0195754
UDIN : A032500B001148318

INDEPENDENT AUDITOR’S REPORT

To the Members of
RAGHUVIR SYNTHETICS LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the Ind AS Financial Statements of RAGHUVIR SYNTHETICS LIMITED (“the Company”), which comprise the balance sheet as at 31st March 2020, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as Ind AS Financial Statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (“Ind AS”), as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total 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 (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note No. 42 of the accompanying financial statements, as regards the management evaluation of COVID-19 impact on the operations and assets of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

The Key Audit Matter	How our audit addressed the Key Audit Matters
The Company determines the allowance for credit losses on trade receivables based on historical loss experience adjusted to reflect current and estimated future economic conditions of its customers, their industry and geography of operations. In calculating expected credit loss, the Company also considers the insurance covers and other securities, besides other related information for its customers, including credit reports, to estimate the probability of default in future and	Our procedures related to allowance for credit losses for trade receivables included the following, among others: Testing the effectiveness of controls over the: <ul style="list-style-type: none"> - classification of customers by the businesses and computing the net exposure as at the reporting date, - development of the methodology for the

has taken into account estimates of possible effect from the pandemic relating to COVID-19. Management has exercised significant judgement in estimating the allowance for credit losses.

Refer Note 11 to the Financial Statements.

allowance for credit losses, including consideration of the current and estimated future economic conditions,

- completeness and accuracy of information used in the estimation of probability of default and
- Computation of the allowance for credit losses. Testing the arithmetical accuracy and computation of the allowances prepared by the Management.

Testing the allowance for credit loss through alternate scenarios including profiling of customers based on their attributes with various built-in sensitivities around approach, the assumptions and factoring the possible effect of the pandemic, to independently validate the Management estimates.

Other Information:

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Board’s report including Annexure to Board’s Report but does not include the financial statements and our auditors’ report thereon.

The aforesaid other information is expected to be made available to us after the date of this auditor's report.

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

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

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

In preparing the Ind AS financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company’s financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we



give in the “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.
 - (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 and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
 - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements. Refer notes 35 to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Other Matters

Due to the COVID-19 related lock-down we were not able to participate in the physical verification of inventory that was carried out by the management subsequent to the year end. Consequently, we have performed alternate procedures to audit the existence of inventory as per guidance provided in SA 501 “Audit evidence – Specific considerations for Selected items” and have obtained sufficient audit evidence to issue our unmodified opinion on these financial results.

FOR ASHOK K. BHATT & CO.
[Firm Registration No. 100657W]
Chartered Accountants

ASHOK K. BHATT
Proprietor
Mem. No.: 36439

UDIN: 20036439AAAAAW7901

Place : Ahmedabad
Date : 29th June, 2020.

Annexure - A - to the Independent Auditors' Report of even date on the Ind AS Financial Statements of RAGHUVIR SYNTHETICS LIMITED

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of its fixed assets but such records require to be updated as regard to locations and additions/deletions for the year ended 31st March 2020.
- (b) We were informed that all major items of fixed assets were physically verified by the Management at the end of the year and that no discrepancy was noticed on such verification which, on account of proper records being under compilation, could not be verified.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to information and explanation given to us, the Management of the Company has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed on such physical verification during the year.
- (iii) The Company has not granted any secured / unsecured loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- (v) According to information and explanations given to us, the Company has not accepted any deposits as defined in The Companies (Acceptance of Deposits) Rules 2014. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to rules made by the Central Government. We are of the opinion that prima facie the prescribed accounts and records have been maintained and being made. We have not, however, made a detailed examination of these records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues and Company had no arrears of such outstanding statutory dues as at 31st March, 2020 for a period more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the company has no disputed outstanding statutory dues as at 31st March, 2020 other than stated below:

[Rs. in Lacs]

Name of the Statute	Nature of the Dues	Disputed Amount [Rs]	Period to which the amount relates	Forum where dispute is pending	Remarks
ESI	Demand Notice issued by ESI Corporation	4.98	F.Y. 2000-02	Employee State Insurance Corporation	Against the disputed liability as per the order Rs 7.98 lakhs and the company deposited Rs 3.00 lakhs against such demand
ESI	Demand Notice issued by ESI Corporation	25.93	F.Y. 2000-02	Employee State Insurance Corporation	-



- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans and borrowings to financial institutions, banks, government or dues to debenture holders during the year. The company has so far not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. However money raised by way of term loans have been applied for the purposes for which they have been obtained.
- (x) According to the information and explanations given to us, no fraud by company or any fraud on the company by its officers and employees have been noticed or reported during the year.
- (xi) According to the information and explanations give to us, the Company has paid/provided for managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR ASHOK K. BHATT & CO.
[Firm Registration No. 100657W]
Chartered Accountants

ASHOK K. BHATT
Proprietor

Mem. No.: 36439

UDIN: 20036439AAAAAW7901

Place : Ahmedabad
Date : 29th June, 2020

Annexure - B - to the Independent Auditors' Report of even date on the Ind AS Financial Statements of RAGHUVIR SYNTHETICS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

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

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal 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 standalone Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that



receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 ASHOK K. BHATT & CO.
[Firm Registration No. 100657W]
Chartered Accountants**

**ASHOK K. BHATT
Proprietor**

Mem. No.: 36439

UDIN: 20036439AAAAAW7901

**Place : Ahmedabad
Date : 29th June, 2020**

Balance Sheet as at March 31, 2020

[Rs. in Lacs]

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS:			
Non-current assets			
Property, Plant and Equipment	5	3 086.14	2 823.39
Right To Use Of Asset	6	329.53	0.00
Capital work-in progress	7	16.45	51.39
Financial Assets			
Other Financial Assets	8	70.41	183.59
Other non current assets	9	111.75	113.10
		3 614.28	3 171.47
Current assets			
Inventories	10	2 075.95	487.93
Financial assets			
Trade Receivables	11	463.41	171.85
Cash and Cash Equivalents	12	52.89	25.06
Other Bank Balances	13	82.81	21.69
Other Financial Assets	8	464.94	303.96
Current Tax Assets (Net)	14	63.97	50.47
Other Current Assets	9	346.81	460.43
		3 550.78	1 521.39
Asset classified held for sale	15	375.00	436.16
		3 925.78	1 957.55
		7 540.06	5 129.02
TOTAL ASSETS			
EQUITY AND LIABILITIES:			
Equity			
Equity Share Capital	16	385.41	385.41
Other Equity	17	1 800.95	1 555.11
		2 186.36	1 940.52
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	18	819.59	1 077.44
Lease Liabilities	6	336.08	0.00
Provisions	19	31.05	27.34
Deferred Tax liabilities(Net)	20	295.93	254.66
Other Non-current Liabilities	21	9.00	12.23
		1 491.65	1 371.67
Current liabilities			
Financial Liabilities			
Trade Payables	22	0.00	0.00
Micro & Small Enterprise		1 253.05	1 171.09
Others		2.73	0.00
Lease Liabilities	6	234.29	232.93
Other Financial Liabilities	23	2 326.58	365.39
Other Current liabilities	20	5.52	8.39
Provisions	19	39.88	39.03
Current tax liabilities (Net)	24	3 862.05	1 816.83
		7 540.06	5 129.02
TOTAL EQUITY AND LIABILITIES			

Significant Accounting Policies

4

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR ASHOK K. BHATT & CO.

[Firm Registration No. 100657W]

Chartered Accountants

ASHOK K. BHATT

Proprietor

Mem. No. 36439

UDIN: 20036439AAAAAW7901

Place : Ahmedabad

Date : 29th June 2020

FOR AND ON BEHALF OF THE BOARD

SUNIL R. AGARWAL
Chairman & Managing Director
DIN: 00265303

VIKRAM R. GUPTA
Chief Financial Officer

Place : Ahmedabad
Date : 29th June 2020

YASH S. AGARWAL
Joint Managing Director
DIN: 02170408

PRATIKA P BOTHRA
Company Secretary



RAGHUVIR SYNTHETICS LIMITED

Statement of Profit and Loss for the year ended March 31, 2020

[Rs. in Lacs]

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME:			
Revenue from Operations	25	9 236.81	5 720.46
Other Income	26	172.98	217.95
TOTAL INCOME		9 409.79	5 938.41
EXPENSES:			
Cost of Material Consumed	27	6 110.58	2 533.57
Purchase stock in trade		73.66	0.00
Changes in inventories	28	(815.76)	(223.97)
Operating Expenses	29	2 074.72	2 126.95
Employee benefits expense	30	823.59	459.17
Finance Cost	31	72.67	27.70
Reduction in fair value of assets held for sale		61.16	15.75
Depreciation and Amortization	32	376.59	377.95
Other Expenses	33	285.00	317.67
TOTAL EXPENSES		9 062.21	5 634.79
Profit Before Tax		347.58	303.62
Tax expense	20		
Current tax		70.00	62.51
Tax adjustment of earlier years		0.00	(7.00)
Deferred tax		42.17	64.98
MAT Credit Entitlement		(12.75)	(39.67)
TOTAL TAX EXPENSE		99.42	80.82
Profit for the year		248.16	222.80
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		(3.22)	(0.38)
Tax relating to remeasurement of the defined benefit plans		0.90	0.11
Total other comprehensive income for the year, net of tax		(2.32)	(0.27)
Total comprehensive income for the period		245.84	222.53
Earning per Equity Share	34		
Basic		6.40	5.75
Diluted		6.40	5.75

Significant Accounting Policies

4

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR ASHOK K. BHATT & CO.

[Firm Registration No. 100657W]

Chartered Accountants

ASHOK K. BHATT

Proprietor

Mem. No. 36439

UDIN: 20036439AAAAAW7901

FOR AND ON BEHALF OF THE BOARD

SUNIL R. AGARWAL

Chairman & Managing Director

DIN: 00265303

YASH S. AGARWAL

Joint Managing Director

DIN: 02170408

VIKRAM R. GUPTA

Chief Financial Officer

Place : Ahmedabad

Date : 29th June 2020

PRATIKA P BOTHRA

Company Secretary

Place : Ahmedabad

Date : 29th June 2020

Statement of Cash Flows for the year ended March 31, 2020

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
A. Cash flow from operating activities		
Profit/(Loss) for the year before taxation	347.58	303.62
Adjustments for		
Depreciation and amortisation	376.59	377.95
Finance cost	72.67	27.70
Interest Income from financial assets measured at amortised cost	(11.71)	(34.91)
Loss/gain on sale of property plant & equipment (net)	8.39	(10.73)
Remeasurement of the defined benefit plans	(3.22)	(0.38)
Operating profit before working capital changes	<u>790.30</u>	663.25
Adjustments for Changes in working capital		
Decrease / (Increase) in Inventories	(1 588.02)	(315.79)
Decrease / (Increase) in Trade receivables	(291.56)	(52.23)
Decrease / (Increase) in Other Non current financial assets	112.52	(130.35)
Decrease / (Increase) in Other current financial asset	(159.65)	(252.91)
Decrease / (Increase) in Other non current asset	1.36	(98.90)
Decrease / (Increase) in Other current assets	113.65	(106.70)
Decrease / (Increase) in Other Bank Balances	(61.12)	46.37
Increase / (Decrease) in Trade Payables	81.96	542.67
Increase / (Decrease) in Provisions	0.84	5.74
Increase / (Decrease) in Other Non current liabilities	(3.24)	(3.23)
Increase / (Decrease) in Other current liabilities	1 962.24	73.76
Cash generated from operations	<u>959.27</u>	371.76
Direct taxes Refund/(paid)	(69.90)	130.20
Net Cash from Operating Activities	<u>[A] 889.37</u>	501.96
B. Cash flow from investing activities		
Purchase of property, plant and equipment	(539.88)	(399.24)
Interest received	11.02	35.93
Net Cash from / (used in) investing activities	<u>[B] (528.86)</u>	(363.31)
C. Cash flow from financing activities		
Proceeds from borrowings	(256.49)	(129.32)
Lease payment	(35.08)	0.00
Interest paid	(41.12)	(27.70)
Net cash flow from financial activities	<u>[C] (332.69)</u>	(157.02)
Net Increase/(Decrease) in cash & cash equivalents	<u>[A+B+C] 27.83</u>	(18.38)
Cash and cash equivalents opening	25.06	43.44
Cash and cash equivalents closing	<u>52.89</u>	25.06
Components of Cash and cash equivalent		
Balances with scheduled banks	34.89	19.32
Fixed Deposits with maturity less than 3 months	15.56	0.00
Cash in hand	2.44	5.74
	<u>52.89</u>	25.06

Explanatory Notes to Cash Flow Statement:

- The Cash Flow Statement is prepared by using indirect method in accordance with the format prescribed by Indian Accounting Standard 7.
- In Part A of the Cash Flow Statements, figures in brackets indicates deductions made from the net profit for deriving the cash flow from operating activities. In part B & part C, figures in brackets indicates cash outflows.
- Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.
- Disclosure of Changes in liabilities arising from Financing Activities, including both changes arising form Cash flow and non-cash changes are given below:

[Rs. in Lacs]

Particulars	As at April 1, 2019	Net Cash flow	Non-cash Changes	As at March 31, 2020
Borrowings	1 310.37	(256.49)	0.00	1 053.88

As per our report of even date
FOR ASHOK K. BHATT & CO.
 [Firm Registration No. 100657W]
 Chartered Accountants
ASHOK K. BHATT
 Proprietor
 Mem. No. 36439
 UDIN: 20036439AAAAW7901

FOR AND ON BEHALF OF THE BOARD

SUNIL R. AGARWAL
 Chairman & Managing Director
 DIN: 00265303

YASH S. AGARWAL
 Joint Managing Director
 DIN: 02170408

VIKRAM R. GUPTA
 Chief Financial Officer
 Place : Ahmedabad
 Date : 29th June 2020

PRATIKA P BOTHRA
 Company Secretary

Place : Ahmedabad
 Date : 29th June 2020



Statement of changes in Equity for the year ended March 31, 2020

A. Equity share capital:	[Rs. in Lacs]
As at April 1, 2019	385.41
Issue of Equity Share capital	0.00
As at March 31, 2020	385.41

B. Other equity: [Rs. in Lacs]

Particulars	Reserves and Surplus			Other Comprehensive Income	Total equity
	Securities Premium	General Reserve	Retained Earnings		
Balance as at April 1, 2018	170.41	160.21	1 006.49	(4.50)	1 332.60
Profit for the year	-	-	222.80	-	222.80
Other comprehensive income for the year	-	-	0.00	(0.27)	(0.27)
Balance as at March 31, 2019	170.41	160.21	1 229.29	(4.77)	1 555.11
Profit for the year	-	-	248.16	-	248.16
Other comprehensive income for the year	-	-	-	(2.32)	(2.32)
Balance as at March 31, 2020	170.41	160.21	1 477.45	(7.09)	1 800.95

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR ASHOK K. BHATT & CO.
[Firm Registration No. 100657W]
Chartered Accountants

ASHOK K. BHATT
Proprietor
Mem. No. 36439
UDIN: 20036439AAAAAW7901

Place : Ahmedabad
Date : 29th June 2020

FOR AND ON BEHALF OF THE BOARD

SUNIL R. AGARWAL
Chairman & Managing Director
DIN: 00265303

VIKRAM R. GUPTA
Chief Financial Officer

Place : Ahmedabad
Date : 29th June 2020

YASH S. AGARWAL
Joint Managing Director
DIN: 02170408

PRATIKA P BOTHRA
Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS**NOTE 1 - COMPANY OVERVIEW:**

Raghuvir Synthetics Limited is a public company limited by shares, domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company operates as Manufacturing of Textile items and Processing of the same. The business of the Company is to offer Exports of Made-ups and Processing of fabrics. The registered office of the Company is located at Near Gujarat Bottling, Rakhial Road, Rakhial Ahmedabad – 380023 Gujarat – India. The financial statements for the year ended March 31, 2020 were considered by the Board of Directors and approved for issuance on June 29th, 2020.

NOTE 2 - BASIS OF PREPARATION:

These financial statements have been prepared in accordance with Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. Accounting Policies have been consistently applied except where newly issued accounting standard is initially adopted or revision to the existing standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an on-going basis.

The financial statements are prepared in INR and all the values are rounded to the nearest Rupees in lacs, except when otherwise indicated.

2.1 Statement of Compliance

The financial statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement, together with notes for the year ended March 31, 2020 have been prepared in accordance with Ind AS as notified under section 133 of the Companies’ Act, 2013 (“the Act”) and are duly approved by the Board of Directors at its meeting held on June 29th, 2020.

2.2 Basis of Measurement

The financial statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis of accounting, except for certain Assets and Liabilities as stated below:

- (a) Financial instruments (assets / liabilities) classified as Fair Value through profit or loss or Fair Value through Other Comprehensive Income are measured at Fair Value.
- (b) The defined benefit asset/liability is recognised as the present value of defined benefit obligation less fair value of plan assets.
- (c) Assets held for sale measured at fair value less cost to sales

The above items have been measured at Fair Value and the methods used to measure Fair Values are discussed further in Note 5.16.

2.3 Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (“the functional currency”). Indian Rupee is the functional currency of the Company.

The financial statements are presented in Indian Rupees (Rs.) which is the company’s presentation currency.

2.4 Standard Issued but not effective

- (a) **Ind AS 12 - Income Taxes - Appendix C, Uncertainty over Income Tax Treatments:-**
The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied

to the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit/loss, tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The standard became effective from April 1, 2019. The Company has adopted the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 if any without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C is insignificant in the standalone financial statements.

(b) Amendment to Ind AS 12 – Income taxes

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The adoption of the standard did not have any material impact to the financial statements. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend in accordance with Ind AS 12.

(c) Amendment to Ind AS 19 – Employee benefit - plan amendment, curtailment or settlement

The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The adoption of the standard did not have any material impact to the financial statements.

2.5 Change in accounting policies and disclosures

The Company has applied the following standards and amendments for the first time for annual reporting period commencing from April 01, 2019:-

Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the Company is the lessor

The Company adopted Ind AS 116 with simple prospective approach and has recognized Right of Use asset and Lease Liability at the commencement of the financial year. The Company elected to use the transition practical expedient allowing the standard to be applied only to contracts that

were previously identified as leases applying Ind AS 17 and Appendix C to Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases') and lease contracts for which the underlying asset is of low value (low-value assets).

Nature and the effect of adoption of Ind AS 116

The Company has lease contracts for Land and building. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Company; otherwise it was classified as an operating lease. Finance leases were capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability.

In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively

The Company did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under Ind AS 17). The requirements of Ind AS 116 was applied to these leases from April 01, 2019 and accordingly carrying amount of lease assets has been reclassified as RoU assets.

The Company also applied the available practical expedients wherein it:

- Applied single discount rate to a portfolio of leases with reasonably similar characteristics
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the Date of initial application
- Applied the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application

(i) Amounts recognised in the Balance sheet and statement of profit and loss:

Set out below, are the carrying amounts of the Company's right-of-use assets and lease liabilities and the movements during the period:

[Rs. in Lacs]

Particulars	Lease Liabilities
As at April 01, 2019	--
Addition on account of adoption of Ind AS 116	341.30
Interest Expenses	32.59
Payments	(35.08)
As at March 31, 2020	338.81

Set out below, are the amounts recognised in Statement of profit and loss:

[Rs. in Lacs]

Particulars	For the year ended March 31, 2020
Depreciation expense of right-of-use assets	11.77
Interest expense on lease liabilities	32.59
Rent expense-short-term leases and leases of low value assets	2.54
Total amounts recognised in (profit) or loss	46.90

NOTE 3 - SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS:

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the financial statements.

3.1 Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

3.2 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.3 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

3.4 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

3.5 Impairment of Property, Plant & Equipment

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss which is material in nature is accounted for.

3.6 Litigations

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

3.7 Allowance for uncollectible trade receivables

Provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix

NOTE 4 - SIGNIFICANT ACCOUNTING POLICIES:

4.1 Financial Instruments

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

(a) Financial Assets

Financial Assets comprises of trade receivables, cash and cash equivalents and other financial assets.

Initial Recognition:

All financial assets which are not recorded at fair value through Profit and Loss are recognized initially at fair value plus transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company committed to purchase or sell the asset.

Subsequent Measurement:

(i) Financial assets measured at amortized Cost:

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and where contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI):

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes

on equity instruments at FVTOCI, excluding dividends are recognized in Other Comprehensive Income (OCI).

(iii) Fair Value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of the financial assets in its entirety, the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

(b) Financial Liabilities

Initial Recognition and Measurement

Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent Measurement:

Financial Liabilities are classified for subsequent measurement into following categories:

(i) Financial liabilities at Amortized Cost:

The Company is classifying the following under amortized cost:

- Borrowing from Banks
- Borrowing from Others
- Trade Payables
- Other Financial Liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus cumulative amortization using the effective interest method of any differences between the initial amount and maturity amount.

(ii) Financial liabilities at Fair Value through Profit or Loss:

Financial liabilities held for trading are measured at Fair Value through Profit or Loss

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

(c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

(d) Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized

as equity instruments at FVTOCI, and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines the change in a business model as a result of external or internal changes which are significant to the Company's Operations. A Change in business occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively effective from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

4.2 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

4.3 Property, Plant and Equipment

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. All repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Properties in the course of construction for supply of services or administrative purpose are carried at cost, less any recognised impairment loss. Cost includes professional fees and other directly attributable cost and for qualifying assets, borrowing cost capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of Property Plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

Estimated useful lives of the assets are as follows:

Type of Asset	Useful Life
Buildings	30 years
Plant and Machinery	15 years
Electrical Installations	10 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles	10 years
Servers and Computers	3 years
Temporary Structure	3 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and are recognised net within “other income / other expenses” in the Statement of profit and loss.

4.4 Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is de-recognised.

4.5 Assets held for sale

Non- current assets held for sale and disposal groups are presented separately in the balance sheet when the following criteria are met:

- the company is committed to sell the asset;
- the assets are available for sale immediately;
- an active plan of sale has commenced; and
- sale is expected to be completed within 12 months.

Assets held for sale are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortized or depreciated.

4.6 Inventories

Raw Materials, Stock-in-process, Finished Goods are valued at lower of cost or net realizable value. Stores, Colours & Chemicals and Coal are valued at cost. Processed Goods Returned is valued at net realizable value. Cost of stock-in-process and finished goods include materials, labour, manufacturing overhead and other cost incurred in bringing the inventories to their present location.

Items of Colour and Chemicals, Stores and Spares are charged to revenue at the stage of purchase and stock of such items as at the end of the year is accounted at cost.

The stock of scrap / waste materials are valued at estimated net realizable value.

4.7 Impairment

(a) Financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit

losses if the credit risk on the financial asset has increased significantly, since initial recognition.

(b) Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

4.8 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contract is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with the contract.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

4.9 Revenue Recognition

REVENUE:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognized.

- (i) Sale of Goods Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 0 to 180 days upon delivery, usually backed by financial arrangements.
- (ii) Revenue from job work processes are recognized as and when the related jobs are performed, the cost incurred up to reporting date for the in-completed jobs are carried to balance sheet under the head cost on job work in process.
- (iii) The Company accounts for pro forma credits, refunds of duty of customs or excise, or refunds of sales tax/ GST in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognized on accrual basis. Export benefits are accounted for as other operating income in the year of export based on eligibility and when there is no uncertainty on receiving the same.
- (iv) Interest Income is recognized on time proportion basis taking into account the amounts outstanding and the rates applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

Contract balances:

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note (i) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities (Advance from customers)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities (Advance from customers) are recognised as revenue when the Company performs under the contract.

4.10 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, 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 lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. 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

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

The 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

The Company recognises right-of-use assets ("ROU 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. Refer to the accounting policies in 4.6 Impairment of non-financial assets.

(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 liabilities has been presented under the head "Other Financial Liabilities".

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

The Company applies the short-term lease recognition exemption to its short-term leases (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 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.

4.11 Foreign Currency Translation

The functional currency of the company is the Indian Rupee (Rs.)

(i) Initial Recognition

Transactions denominated in foreign currencies entered into by the Company are normally recorded at the exchange rates prevailing on the date of transaction or at monthly average exchange rate prevailing at the time of the transaction.

(ii) Measurement at the Balance Sheet date

Monetary items denominated in foreign currency at year end date are restated at exchange rate prevailing on that date.

(iii) Treatment of exchange differences

Exchange differences on monetary items are recognised in the Statement of profit and loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

4.12 Borrowing Costs
Borrowing costs include

- (i) interest expense calculated using the effective interest rate method,
- (ii) finance charges in respect of finance leases, and
- (iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

4.13 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.

When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in statement of profit and loss in the period in which they become receivable.

4.14 Employee benefits
(a) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end

of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Company operates the following post-employment schemes: a) defined contribution plans - provident fund b) defined benefit plans - gratuity plans.

(i) Defined contribution plans

The Company has defined contribution plan for the post-employment benefits namely Provident Fund, Employees Death Linked Insurance and Employee State Insurance and the contributions towards such funds and schemes are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

(ii) Defined benefit plans

The Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of profit and loss in the line item 'Employee benefits expense'.

Remeasurements of the net defined liability, comprising of actuarial gains and losses, return on plan assets (excluding amounts included in net interest on the net defined benefit liability) and any change in the effect of asset ceiling (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

4.15 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

(i) 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.

(ii) 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. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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 measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(iv) According to section 115JAA of the Income Tax Act, 1961, Minimum Alternate Tax ('MAT') paid over and above the normal income tax in a subject year is eligible for carry forward for fifteen succeeding assessment years for set-off against normal income tax liability. The MAT credit asset is assessed against the normal income tax during the specified period.
4.16 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.17 Fair Value Measurement

A number of Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction

to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

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

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

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

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

- (a) Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.
- (b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- (c) Level 3 - unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

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

Fair values have been determined for measurement and / or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(a) Investment in equity and debt securities

The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques.

(b) Trade and other receivables

The fair value of trade and other receivables, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However in respect of such financial instruments, fair value generally approximates the carrying amount due to short term nature of such assets.

(c) Non derivative financial liabilities

Fair Value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

4.18 Current / non- current classification

An asset is classified as current if:

- (a) it is expected to be realized or sold or consumed in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be realized within twelve months after the reporting period; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- (a) it is expected to be settled in normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be settled within twelve months after the reporting period;
- (d) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between acquisition of assets for processing / trading / assembling and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

4.19 Cash and cash equivalent

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.



NOTE 5 - PROPERTY, PLANT AND EQUIPMENT:

NOTE 5.1 - AS AT MARCH 31, 2020:

[Rs. in Lacs]

Particulars	Gross Block				Accumulated Depreciation				Net carrying amount As at 31/03/2020
	As at 01/04/2019	Additions	Deduction Adjustments	As at 31/03/2020	Upto 31/03/2019	For the year	Deduction Adjustments	Upto 31/03/2020	
Owned Assets									
Land	11.47	0.00	0.00	11.47	0.00	0.00	0.00	0.00	11.47
Factory Building	398.45	0.00	0.00	398.45	42.99	17.16	0.00	60.15	338.30
Plant & Machinery	2 878.02	619.10	3.30	3 493.82	463.01	341.79	0.00	804.80	2 689.02
Furniture & Fixture	2.40	0.00	0.00	2.40	0.86	0.28	0.00	1.14	1.26
Office Equipments	7.64	0.07	0.00	7.71	2.43	1.10	0.00	3.53	4.18
Computer	2.58	0.00	0.00	2.58	1.12	0.07	0.00	1.19	1.39
Vehicle	39.26	38.83	35.14	42.95	6.04	4.42	8.03	2.43	40.52
	3 339.82	658.00	38.44	3 959.38	516.45	364.82	8.03	873.24	3 086.14

NOTE 5.2 - AS AT MARCH 31, 2019:

[Rs. in Lacs]

Particulars	Gross Block				Accumulated Depreciation				Net carrying amount As at 31/03/2019
	As at 01/04/2018	Additions	Deduction Adjustments	As at 31/03/2019	Upto 31/03/2018	For the year	Deduction Adjustments	Upto 31/03/2019	
Owned Assets									
Land	11.47	0.00	0.00	11.47	0.00	0.00	0.00	0.00	11.47
Factory Building	392.05	6.40	0.00	398.45	27.59	15.40	0.00	42.99	355.46
Plant & Machinery	2 534.74	386.72	43.44	2 878.02	120.93	358.52	16.44	463.01	2 415.03
Furniture & Fixture	2.40	0.00	0.00	2.40	0.58	0.28	0.00	0.86	1.54
Office Equipments	3.25	4.39	0.00	7.64	1.49	0.94	0.00	2.43	5.21
Computer	2.35	0.23	0.00	2.58	1.09	0.03	0.00	1.12	1.46
Vehicle	39.22	0.59	0.55	39.26	1.65	4.82	0.43	6.04	33.22
	2 985.48	398.34	43.99	3 339.82	153.33	379.99	16.87	516.45	2 823.39

Notes forming part of the financial statements
NOTE 6 - AS ON 31ST MARCH 2020:
NOTE 6.1 - RIGHT TO USE ASSETS:

Particulars	Category of ROU Asset		Total
	Factory Building	Godown	
Balance as on 31st March 2019	-	-	-
Additions on account of adoption of Ind AS 116 (On 1st April, 2019)	296.78	44.52	341.30
Deletion	-	-	-
Depreciation	10.23	1.54	11.77
Balance as on 31st March 2020	286.55	42.98	329.53

NOTE 6.2 - LEASE LIABILITIES:

Particulars	Total
Balance as on 31st March 2019	-
Additions on account of adoption of Ind AS 116 (On 1st April, 2019)	341.30
Finance cost accrued during the period	32.59
Deletion	-
Payment of lease liabilities	35.08
Balance as on 31st March 2020	338.81

NOTE 6.3 - BREAKUP OF CURRENT AND NON CURRENT LIABILITIES:

Particulars	Total
Current Liabilities	2.73
Non Current Liabilities	336.08
Total	338.81

Notes forming part of the financial statements

NOTE 7 - CAPITAL WORK IN PROGRESS:

NOTE 7.1 - AS AT MARCH 31, 2020:

[Rs. in Lacs]

Particulars	As at 01/04/2019	Additions	(Deductions)/ Adjustment	Capitalised	As at 31/03/2020
Plant & Machinery	51.39	588.79	-4.62	619.10	16.45

NOTE 7.2 - AS AT MARCH 31, 2019:

[Rs. in Lacs]

Particulars	As at 01/04/2018	Additions	(Deductions)/ Adjustment	Capitalised	As at 3/31/2019
Plant & Machinery	18.15	419.96	0	386.72	51.39

NOTE 8 - OTHER FINANCIAL ASSETS:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Non-current		
Security deposits	69.56	51.88
Fixed Deposit with Original Maturity of more than 12 months*	0.85	131.06
Interest accrued but not due on fixed deposit	0.00	0.65
* The above fixed deposits with banks are held as margin money against letter of credit and bank guarantee amounting to Rs. 0.7 lakhs		
Total (A):	70.41	183.59
Current		
Government Grant Receivable	186.99	151.25
SGST Incentive Receivable	171.06	128.19
Other Recoverables	19.67	0.00
Security deposits	3.00	3.00
Interest accrued but not due	3.61	2.27
Fair Value of Derivatives not designated as hedge	1.60	0.00
Export Benefits Receivable	79.01	19.25
Total (B):	464.94	303.96
Total (A) + (B):	535.35	487.55

Notes forming part of the financial statements
NOTE 9 - OTHER NON - CURRENT / CURRENT ASSETS:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Non - Current:		
Capital advances	59.33	73.43
Others	52.42	39.67
Total (A):	111.75	113.10
Current:		
Balance with revenue authorities	283.89	394.92
Cost of Own/Job-Work in Progress	41.26	51.04
Pre-paid expenses	13.98	6.84
Advance to suppliers	0.03	0.03
Others recoverables	7.65	7.61
Total (B):	346.81	460.43
Total (A) + (B):	458.56	573.52

NOTE 10 - INVENTORIES:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
(As taken, valued and certified by the Management)		
Raw material	814.28	79.61
Work in progress	1 037.72	0.00
Finished Goods	0.00	111.56
Stores and spares	217.39	179.18
Packing Material	0.56	1.17
Others:		
Scrap / Fents & Rags	6.00	11.00
Goods In Transit:		
Raw material	0.00	105.41
Capital Goods	0.00	0.00
Total:	2 075.95	487.93

Notes forming part of the financial statements

NOTE 11 - TRADE RECEIVABLES:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured considered good		
Low Credit Risk	465.11	171.88
Significant increase in Credit Risk	0.00	0.00
Credit Impaired	0.00	0.00
Less: Loss Allowance	0.00	0.00
	465.11	171.88
Less: Allowance for Expected Credit Losses (Refer note 41)	1.70	0.03
Total	463.41	171.85
Included in the financial statement as follows:		
Non-current	0.00	0.00
Current	463.41	171.85
	463.41	171.85
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL

NOTE 12 - CASH AND CASH EQUIVALENTS:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Balance with Bank		
Current accounts	34.89	19.32
Fixed Deposits with maturity less than 3 months	15.56	0.00
Cash on hand	2.44	5.74
Total:	52.89	25.06

* The above fixed deposits with banks are held as margin money against bank guarantee amounting to Rs. 14.61 Lakhs.

NOTE 13 : OTHER BANK BALANCES:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Fixed Deposits with Original Maturity for more than 3 months but less than 12 months (*)	82.81	21.69

* The above fixed deposits with banks are held as margin money against bank guarantee amounting to Rs. 66.96 lakhs/-

**Notes forming part of the financial statements****NOTE 14 - CURRENT TAX ASSETS (NET):**

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Advance tax & TDS	94.97	81.47
Less: Provision for taxation	31.00	31.00
Total:	63.97	50.47

NOTE 15 - ASSET CLASSIFIED AS HELD FOR SALE:

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Assets held for sale	375.00	436.16

NOTE 16 - EQUITY SHARE CAPITAL:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised share capital 1,00,00,000 (March 31, 2019: 1,00,00,000) Equity Shares of Rs.10/ each	1 000.00	1 000.00
Issued share capital 38,75,000 (March 31, 2019: 38,75,000) Equity Shares of Rs. 10/ each	387.50	387.50
Subscribed and fully paid up 38,75,000 (March 31, 2019: 38,75,000) Equity Shares of Rs.10/ each fully paid up	387.50	387.50
Less: Calls In Arrears	2.09	2.09
Total:	385.41	385.41

NOTE 16.1 - RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
At the beginning of the year	38.75	38.75
Add : Shares issued for Cash or Right Issue	0.00	0.00
	38.75	38.75
Less : Shares bought back / Redemption	0.00	0.00
At the end of the year	38.75	38.75

Notes forming part of the financial statements

NOTE 16.2 - RIGHTS, PREFERENCES AND RESTRICTIONS:

The authorised share capital of the Company has only one class of shares referred to as 'equity shares' having a par value of ` 10/- each. The rights and privileges to equity shareholders are general in nature and defined under the Articles of Association.

The equity shareholders shall have:

- (i) One Vote and a poll when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a power of attorney or by a proxy his voting right shall be in proportion to his share of the paid equity share capital of the company. However, no member shall exercise any voting rights in respect of any share registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.
- (ii) subject to the rights of person if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amount paid or credited as paid to the shares in respect where of the dividend is paid but if and so long as nothing is paid upon any shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (iii) A special resolution sanctioning a sale to any other company duly passed pursuant to section 494 of the old Companies Act 1956 (corresponding to the section 319 of the new Companies Act 2013) may, subject to the provision of the act, in like manner as aforesaid determined that any shares or other consideration receivable by the liquidator be distributed against the members otherwise then in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential right conferred by the said section.

NOTE 16.3 - DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY:

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of holding	No. of Shares	% of holding
Sunil Agarwal	12 16 624	31.40	12 16 624	31.40
Pamita Agarwal	8 71 921	22.50	8 71 921	22.50
Yash Agarwal	4 39 203	11.33	4 39 203	11.33
Hardik Agawal	3 74 827	9.67	3 74 827	9.67

Note 17 - Other Equity:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Securities Premium	170.41	170.41
General Reserve	160.21	160.21
Retained Earnings	1 470.33	1 224.49
Total:	1 800.95	1 555.11

Notes forming part of the financial statements
NOTE 17.1 - OTHER EQUITY ...Detailed..

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Securities Premium		
Balance as per previous financial statements	172.50	172.50
Less: Calls in Arrears	2.09	2.09
Balance at the end of the year	170.41	170.41
General Reserve		
Balance as per previous financial statements	160.21	160.21
Add: Addition During the year	0.00	0.00
Balance at the end of the year	160.21	160.21
Surplus/(Deficit) in Statement of Profit & Loss		
Balance as per previous financial statements	1 224.49	1 001.98
Add : Profit for the year	248.16	222.80
Add / (Less): OCI for the year	(2.32)	(0.27)
Balance available for appropriation	1 470.33	1 224.49
Less: Appropriation		0.00
	1 470.33	1 224.49
Total:	1 800.95	1 555.11

NOTE 18 - BORROWINGS:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Non-current		
Secured		
Term Loan from Banks		
HDFC Bank Term Loan - I	794.99	1 009.73
HDFC Bank Term Loan - II	0.00	55.38
Vehicle Loan From Banks		
HDFC Bank Limited	24.60	12.33
Total:	819.59	1 077.44

... Continued..

Notes forming part of the financial statements

NOTE 18 - BORROWINGS: ... Continued..

Nature of Security:

HDFC Bank Term Loan I	HDFC Bank Term Loan I is secured by way of equitable mortgage of properties owned by company situated at Near Maniar Trailor, Rakhial Road, Rakhial, Ahmedabad - 380023- Survey No 337/6 Industrial/Survey No 337/6 FP NO 114 TPS No 10, and further secured by hypothication of stock and book debts, machinery on entire exposure and Fixed Deposit of the company.
HDFC Bank Vehicle Loan	Vehicle Loan from HDFC Bank is secured against Motor Car

Terms of Repayment of Loans:

Term Loan:

HDFC BANK Term Loan - I	Repayable in 73 installments of which 72 installments of Rs. 26.29 Lakhs commencing from February, 2018 and 73rd installment of Rs. 0.43 lakhs. Last installments due on March, 2024. Rate of Interest 9.55% (Base Rate+ 0.85%).
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Vehicle Loan:

HDFC Bank Limited	Repayable in 36 installments of Rs. 1.16 lakhs commencing from March 2020. Last installments due on February, 2023. Rate of Interest 8.35% (Base Rate+ 0%).
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Note 19 - Provisions: [Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Non- Current:		
Provision for employee benefits		
Gratuity	31.05	27.34
Current:		
Provision for employee benefits		
Gratuity	2.91	5.73
Bonus	2.61	2.66
	5.52	8.39
Total:	36.57	35.73

Notes forming part of the financial statements
NOTE 20 - INCOME TAXES:
NOTE 20.1 - DEFERRED TAX LIABILITIES (NET)

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	254.66	189.78
Adjustment for the current year:		
(Charged)/Credited in the Statement of Profit and Loss	42.17	64.98
Charged / (Credited) through Other Comprehensive Income	(0.90)	(0.11)
Closing Balance	295.93	254.66

Note 20.2 : Significant components of deferred tax assets are shown in the following table:

[Rs. in Lacs]

Particulars	As at March 31, 2020	(Charged)/ Credited to profit or loss / OCI	As at March 31, 2019	(Charged)/ Credited to profit or loss / OCI	As at March 31, 2018
Deferred tax liabilities:					
Difference of book depreciation and tax depreciation	306.48	26.72	279.76	86.58	193.17
Other items	2.84	(1.40)	4.24	(1.37)	5.61
	309.32	25.32	284.00	85.21	198.78
Deferred tax asset					
Provision for gratuity	(10.81)	(0.14)	(10.67)	(1.67)	(9.00)
Right To Use Assets	(2.58)	(2.58)	-	-	-
Carried Forward business loss and Unabsorbed depreciation	0.00	18.67	(18.67)	(18.67)	0.00
Net deferred tax liabilities (net)	295.93	41.27	254.66	64.87	189.78

Note 20.3 - The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

[Rs. in Lacs]

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit before taxes from continuing operations	347.58	303.62
Enacted Tax Rate in India	27.82%	27.82%
Expected Income Tax Expenses	96.70	84.46
Adjustment to reconcile expected income tax expense to reported income tax expense		
MAT credit entitlement recognised.	(12.75)	(39.67)
Tax adjustments of earlier years	0.00	(7.00)
Others (Net)	15.47	43.03
Adjusted Income tax expenses.	99.42	80.82
Effective tax rates	28.60%	26.62%

Notes forming part of the financial statements

NOTE 21 - OTHER NON-CURRENT / CURRENT LIABILITIES: [Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Non-Current:		
Deferred Government Grant	9.00	12.23
Current:		
Deferred Government Grants	3.24	3.24
Advance from customers	2 236.85	260.70
Statutory Liabilities	33.00	29.16
Other Payables	53.49	72.29
	2 326.58	365.39
Total:	2 335.58	377.62

NOTE 22 - TRADE PAYABLES: [Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Current:		
Micro & Small Enterprise	0.00	0.00
Others	1 253.05	1 171.09
Total:	1 253.05	1 171.09

NOTE 23 - OTHER FINANCIAL LIABILITIES: [Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Current:		
Current maturities of Long term borrowing	234.29	232.93
Total:	234.29	232.93

NOTE 24 - CURRENT TAX LIABILITIES (NET): [Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Tax	159.24	89.24
Less : Advance Tax	119.36	50.21
Total:	39.88	39.03

**Notes forming part of the financial statements****NOTE 25 - REVENUE FROM OPERATIONS:**

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Sale of Products		
Manufactured Goods		
Export	1 568.85	1 268.39
Local	4 632.12	8.63
Traded Exports		
Export	82.42	0.00
Sale of services		
Processing Charges Received	2 791.66	4 333.33
Other Operating Income		
Export Benefits	161.76	110.12
Total :	9 236.81	5 720.47

NOTE 25.1 - BREAK UP OF SALES OF PRODUCT:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Manufactured		
Made-ups		
Export	1 568.85	1 268.39
Finished Goods		
Local	4 632.12	8.63
Traded Exports		
Export	82.42	0.00
Total :	6 283.39	1 277.02

NOTE 25.2 - BREAK UP OF SALES OF SERVICES:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Jobwork Charges- Fabrics	2 791.66	4 333.33
Total :	2 791.66	4 333.33

NOTE 25.3 - BREAK UP OF OTHER OPERATING INCOME:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Export benefits (Net)	161.76	110.12
Total :	161.76	110.12

Notes forming part of the financial statements

NOTE 26 - OTHER INCOME:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
SGST Incentive Income	63.05	128.19
Deferment of Capital Subsidy	3.24	3.24
Interest income		
From Banks	8.24	10.17
From Others	3.47	24.73
Other Non Operating Income		
Sales of Scrap	26.63	30.95
Foreign Exchange Fluctuation	30.37	5.48
Net Profit/(Loss) on sale of Property, Plant and Equipment	0.00	10.73
Fents And Rags Sale	22.91	0.00
Miscellaneous Income	15.07	4.46
	94.98	51.62
Total :	172.98	217.94

NOTE 27 - COST OF MATERIALS CONSUMED:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Raw Materials	5 231.55	1 386.25
Colours & Chemicals	879.03	1 147.32
Total :	6 110.58	2 533.57

NOTE 27.1 : BREAKUP OF RAW MATERIALS CONSUMED:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Fabrics	0.00	1 250.10
Grey cloth	4 603.66	125.50
Finished fabrics	627.88	10.65
Total :	5 231.55	1 386.25

NOTE 27.2 : BREAKUP OF COLOUR CHEMICAL CONSUMED:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Colour Chemical	879.03	1 147.32
Total :	879.03	1 147.32



Notes forming part of the financial statements

NOTE 28 - CHANGES IN INVENTORIES:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Closing Stock:		
Work In Process	1 037.72	0.00
Finished goods		
Fabrics	0.00	110.18
Made-ups	0.00	1.37
Stock of Scrap/ Waste materials	6.00	11.00
Stock in transit - Raw Material	0.00	105.41
Opening Stock:		
Finished Goods		
Fabrics	110.18	0.00
Made-ups	1.37	0.00
Stock of Scrap/ Waste materials	11.00	4.00
Stock of Grey Purchase- In Transit	105.41	0.00
(Increase) / Decrease in stocks:	(815.76)	(223.96)

Note 29 : Operating Expenses:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Power and Fuel:		
Electric Power	348.23	371.63
Fuel	1.06	1.10
Coal and Wooden Dust	581.92	725.71
	931.21	1 098.44
Freight and Octroi:		
Stores	7.38	3.97
Grey Cloth	35.04	33.55
Customs Duty	2.12	0.00
	44.54	37.52
Packing Material	161.49	89.27
Process/Jobwork Charges	701.31	670.24
Stores, Spares & Other consumables	207.12	205.52
Electrical Expenses	12.29	15.29
Insurance charges	6.98	4.36
Cost of Work In Progress (Job)		
Opening Balance	51.04	57.37
Less: Closing Balance	41.26	51.04
	9.78	6.33
Total :	2 074.72	2 126.97

Notes forming part of the financial statements

NOTE 30 - EMPLOYEE BENEFITS EXPENSE:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Salary, Wages and Bonus	759.83	423.05
Contribution to Provident and other funds	58.26	29.15
Staff Welfare and Training Expense	5.50	6.97
Total :	823.59	459.17

NOTE 31 - FINANCE COST::

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Interest on loan	33.10	20.58
Unwinding Interest on Lease Liability	32.59	0.00
Other Finance Cost		
Bank charges	6.39	6.50
Bank Guarantee Commission	0.59	0.62
Total :	72.67	27.70

NOTE 32 - DEPRECIATION AND AMORTIZATION:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Depreciation on Property, Plant and Equipments	364.82	377.95
Depreciation on Right To Use Assets	11.77	0.00
Total:	376.59	377.95

NOTE 33 - OTHER EXPENSES:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Repairs and Maintenance		
Plant and Machinery	79.40	99.81
Building	0.99	1.95
Others	5.54	4.09
	85.93	105.86
Donation	15.22	15.26
Fees and Legal Expenses	64.34	65.63
Selling and Distribution Expenses	63.94	59.23
Rent, Rates & Taxes		
Rent	2.54	37.28
Rates & Taxes	4.82	4.89
	7.36	42.17

... Continued..

Notes forming part of the financial statements
NOTE 33 - OTHER EXPENSES ... Continued..

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Auditors Remuneration	2.00	2.00
Keyman Insurance	0.00	0.00
Miscellaneous Expenses	36.15	27.51
Loss on sale of Property, Plant and Equipments	8.39	0.00
Allowance for credit losses	1.67	0.03
Total :	285.00	317.69
Auditor's Remuneration is made of Statutory Audit Fees	2.00	2.00
Total :	2.00	2.00

NOTE 34 : EARNING PER SHARE:

Particulars	2019-2020	2018-2019
Profit attributable to Equity shareholders (Rs. in Lacs)	248.16	222.80
Number of equity shares (in Lacs)	38.75	38.75
Weighted Average number of Equity Shares (in Lacs)	38.75	38.75
Basic earning per Share (Rs.)	6.40	5.75
Diluted earning per Share (Rs.)	6.40	5.75

NOTE 35 - CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Contingent Liabilities:		
- Claims not acknowledged as debts – ESI [See note no. 35 (a)]	4.98	4.98
[See note no. 35 (b)]	25.94	25.93
- Claims Related to employees pending with Hon'ble Supreme Court of India	3.00	3.00
- Custom Duty on Procurement of Machinery under the scheme of EPCG	307.52	315.80
- Demand under Textile committee (Cess) Rules 1975	12.34	12.33
Capital Commitments:		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	354.66	430.41
- Other commitments	NIL	NIL

... Continued..

Notes forming part of the financial statements

NOTE 35 - CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS: ... Continued..

- (a) The Company has received order u/s 45-A of the ESI Act 1948 for the year 2000 to 2002 raising demand of Rs. 7.98 Lacs. The company has disputed the demand raised by the corporation by filing a case in the court of Kamdar Rajya Bima Adalat, Ahmedabad and Rs. 3.00 Lacs has been deposited under the direction of E.S.I Court Ahmedabad in the Registrar Industrial Court Ahmedabad.
- (b) The Company has received order u/s 45-A of the ESI Act 1948 for the year 2002 to 2005 raising demand of Rs. 25.35 Lacs. The company has disputed the demand raised by the corporation by filing a case in the court of Kamdar Rajya Bima Adalat, Ahmedabad and Bank Guarantee of Rs. 13.00 lakhs has been given under the direction of E.S.I Court Ahmedabad. Further in the earlier financial year ESI Court has issued order for payment of Rs. 0.59 Lacs in relation to contractor's liability and the same has been deposited by the company and shown as deposit as on March 31, 2020.

NOTE 36 - EMPLOYEE BENEFITS:

NOTE 36.1 - DEFINED CONTRIBUTION PLAN:

The Company has defined contribution plan in form of Provident Fund & Pension Scheme and Employee State Insurance Scheme for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The total expense recognised in the Statement of profit and loss under employee benefit expenses in respect of such schemes are given below:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Contribution to Provident Fund and Pension Scheme, included under contribution to provident and other funds	54.81	24.56
Contribution to Employee State Insurance Scheme, included in other expense.(P.Y. Included in contribution to Provident and other funds)	3.45	4.59

NOTE 36.2 - DEFINED BENEFIT PLAN:

(a) Gratuity

The Company offers gratuity plan for its qualified employees which is payable as per the requirements of Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

(b) Defined Benefit Plan

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Gratuity:

Particulars	Valuation at	
	As at March 31, 2020	As at March 31, 2019
Discount rate	5.75%	6.85%
Expected rate(s) of salary increase	5.00%	5.00%



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The following table sets out the status of the amounts recognised in the balance sheet & movements in the net defined benefit obligation as at March 31, 2020.

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
	Gratuity (Unfunded)	Gratuity (Unfunded)
Changes in the present value of obligation		
1. Present value of obligation (Opening)	33.07	27.28
2. Interest cost	2.07	1.80
3. Past service cost adjustments/Prior year Charges	--	--
4. Current service cost	4.43	3.60
5. Curtailment Cost / (Gain)	--	--
6. Settlement Cost / (Gain)	--	-
7. Benefits paid	(8.82)	--
8. Actuarial (Gain) / Loss arising from change in financial assumptions	1.55	0.65
9. Actuarial (Gain) / Loss arising from change in demographic assumptions	(0.01)	--
10. Actuarial (Gain) / Loss arising from change on account of experience changes	1.68	(0.26)
11. Present value of obligation (Closing)	33.97	33.07
- Current	2.91	5.73
- Non current	31.06	27.34

Amount recognized in statement of profit and loss in respect of defined benefit plan are as follows:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Current Service Cost	4.43	3.60
Past Service Cost	--	--
Adjustment to opening fund	--	--
Net interest Cost	2.07	1.80
(Gains)/Loss on Settlement	--	--
Total Expenses recognized in the Statement of Profit and Loss#	6.50	5.40
#Included in 'Salary and Wages' under 'Employee benefits expense'		

Amount recognized in Other Comprehensive Income (OCI) in respect of defined benefit plan are as follows:

[Rs. in Lacs]

Particulars	2019-2020	2018-2019
Re-measurements during the year due to		
Changes in financial assumptions	1.55	0.65
Changes in demographic assumptions	(0.01)	--
Experience adjustments	1.68	(0.26)
Return on plan assets excluding amounts included in interest income	--	--
Amount recognised in OCI during the year	3.22	0.38

(c) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Gratuity:

Impact on defined benefit obligation								
Particulars	Change in Assumption			Increase in Assumptions			Decrease in Assumptions	
	March 31, 2020	March 31, 2019		March 31, 2020	March 31, 2019		March 31, 2020	March 31, 2019
Discount rate	0.50%	0.50%	Increase by	-2.13%	-1.95%	Decrease by	2.23%	2.03%
Salary growth rate	0.50%	0.50%	Increase by	1.51%	1.14%	Decrease by	-1.46%	-1.09%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(d) Defined benefit liability and employer contribution

Expected contribution to the post -employment benefit plan (Gratuity) for the year ending March 31, 2020 is Rs 2.91 lacs

The weighted average duration of the defined benefit obligation is 3.98 years.

The expected maturity analysis of undiscounted post -employment benefit plan (gratuity) is as follows:

Gratuity:

[Rs. in Lacs]

Particulars	As at March 31, 2020		As at March 31, 2019	
	Cash Flow (Rs.)	(%)	Cash Flow (Rs.)	(%)
1st following year	2.91	6.60%	5.73	13.00%
2nd following year	1.53	3.5%	3.57	8.10%
3rd following year	19.63	44.5%	2.06	4.70%
4th following year	3.25	7.4%	17.64	39.90%
5th following year	1.27	2.9%	2.19	4.90%
Sum of year 6 to 10th	7.91	17.9%	6.97	15.80%

NOTE 37 - SEGMENT INFORMATION:

The operating segment of the company is identified to be "Manufacturing and Processing of Fabrics", as the Chief Operating Decision Maker (CODM) reviews business performance at an overall company level as one segment and hence, does not have any additional disclosures to be made under Ind AS 108 Operating Segments.

However, The Company has two geographical segments "India and rest of world", revenue from the geographic segments based on domicile of the customer are as follows:

[Rs. in Lacs]

Description	India	Rest of the world	Total
Revenues			
- Year ended March 31, 2020	7423.79	1651.27	9075.05
- Year ended March 31, 2019	4341.95	1268.39	5601.72

NOTE 38 - RELATED PARTY DISCLOSURE:
NOTE 38.1 - RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2020:
(a) Details of Related Parties:

S.N.	Name of Related Parties	Description of Relationship
1	Sunil R. Agarwal	Key Management Personnel
2	Yash S. Agarwal	
3	Hardik S. Agarwal	
4.	Raghuvir Exim Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.
5.	The Sagar Textiles Mills Pvt. Ltd.	
6.	Raghuvir Research Foundation Trust	
7.	HYS Developers LLP	
8.	HYS Lifecare LLP	Enterprise over which relatives of key management personnel exercise significant influence.
9.	Raghukaushal Textile Pvt. Ltd.	
10.	Raghuvir Life Style Pvt. Ltd.	
11.	RSL Dyecot Pvt Ltd.	

(b) Details of transactions with related parties for the year ended March 31, 2020 in the ordinary course of business:

[Rs. in Lacs]

Sr. No.	Nature of Relationship / Transaction	KMP & Relatives	Enterprise over which KMP and Relatives have significant influence	Total
1	Managerial Remuneration			
	- Sunil R. Agarwal	403.20	--	403.20
	- Yash S. Agarwal	98.00	--	98.00
	- Hardik S. Agarwal	98.00	--	98.00
2	Rent Expense			
	- Sunil R. Agarwal	33.05	--	33.05
	- Raghuvir Exim Ltd.		2.04	2.04
	- The Sagar Textile Mill Pvt. Ltd.		2.55	2.55
3	Sales Processing Charges and Other Income			
	- Raghukaushal Textile Pvt. Ltd.	--	180.47	180.47
	- Raghuvir Exim Ltd.	--	1117.89	1117.89
	- RSL Dyecot Pvt Ltd	--	46.62	46.62
4	Finished Goods sales			
	- HYS Developers LLP		162.52	162.52
	- Raghuvir Exim Ltd.		4463.85	4463.85
5	Purchase			
	- HYS Developers LLP		4676.42	4676.42
	- Raghuvir Exim Ltd.		986.26	986.26
6	Donation			
	- Raghuvir Research Foundation Trust		15.00	15.00

(c) Amount due to / from related parties as at March 31, 2020

[Rs. in Lacs]

Sr. No.	Nature of Relationship / Transaction	KMP & Relatives	Enterprise over which KMP and Relatives have significant influence	Total
1	Due to Company			
	As Trade Receivables			
	- Raghukaushal Textile Pvt. Ltd.	--	21.00	21.00
	- HYS Developers LLP	--	6.38	6.38
	- RSL Dyecot Pvt Ltd	--	37.04	37.04
2	Due by Company			
	As Expenses			
	- Sunil R. Agarwal	2.98	--	2.98
	- Raghuvir Exim Ltd.	--	0.19	0.19
	- The Sagar Textile Mill Pvt. Ltd.	--	0.82	0.82
	As Advance from Customer/Trade Payable			
	- Raghuvir Exim Ltd.	--	2843.16	2843.16
	- HYS Developers LLP		477.19	477.19
	As Remuneration			
	- Sunil R. Agarwal	5.80	--	5.80
	- Yash S. Agarwal	--	--	--
	- Hardik S. Agarwal	--	--	--

NOTE 38.2 - RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2019:
(a) Details of Related Parties

S.N.	Name of Related Parties	Description of Relationship
1	Sunil R. Agarwal	Key Management Personnel
2	Yash S. Agarwal	
3	Hardik S. Agarwal	
4.	Raghuvir Exim Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.
5.	The Sagar Textiles Mills Pvt. Ltd.	
6.	Raghuvir Research Foundation Trust	
7.	Raghukaushal Textile Pvt. Ltd.	Enterprise over which relatives of key management personnel exercise significant influence
8.	Raghuvir Life Style Pvt. Ltd.	



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(b) Details of transactions with related parties for the year ended March 31, 2019 in the ordinary course of business:

[Rs. in Lacs]

Sr. No.	Nature of Relationship / Transaction	KMP & Relatives	Enterprise over which KMP and Relatives have significant influence	Total
1	Managerial Remuneration			
	- Sunil R. Agarwal	1 88.36	--	1 88.36
	- Yash S. Agarwal	26.83	--	26.83
	- Hardik S. Agarwal	26.83	--	26.83
2	Rent Expense			
	- Sunil R. Agarwal	33.05	--	33.05
	- Raghuvir Exim Ltd.	--	2.03	2.03
	- The Sagar Textile Mill Pvt. Ltd.	--	2.54	2.54
3	Sales Processing Charges and Other Income			
	- Raghukaushal Textile Pvt. Ltd.	--	160.03	160.03
	- Raghuvir Lifestyle Pvt. Ltd.	--	8.11	8.11
	- Raghuvir Exim Ltd.	--	2622.37	2622.37
4	Finished Goods sales			
	- Raghuvir Exim Ltd.		5.10	5.10
5	Purchase			
	- Raghuvir Exim Ltd.		1366.39	1366.39
6	Donation			
	- Raghuvir Research Foundation Trust	--	15.00	15.00

(c) Amount due to / from related parties as at March 31, 2019

[Rs. in Lacs]

Sr. No.	Nature of Relationship / Transaction	KMP & Relatives	Enterprise over which KMP and Relatives have significant influence	Total
1	Due to Company			
	As Trade Receivables			
	- Raghukaushal Textile Pvt. Ltd.	--	13.76	13.76
	- Raghuvir Lifestyle Pvt. Ltd.	--	--	--
2	Due by Company			
	As Expenses			
	- Sunil R. Agarwal	2.97	--	2.97
	- Raghuvir Exim Ltd.	--	0.18	0.18
	- The Sagar Textile Mill Pvt. Ltd.	--	1.77	1.77
	As Advance from Customer/Trade Payable			
	- Raghuvir Exim Ltd.	--	572.61	572.61
	As Remuneration			
	- Sunil R. Agarwal	2.50	--	2.50
	- Yash S. Agarwal	8.75	--	8.75
- Hardik S. Agarwal	8.85	--	8.85	

Note :- The remuneration to the key managerial personnel does not include the provisions made for gratuity, as they are determined on an actuarial basis for the Company as a whole.

NOTE 39 - CAPITAL MANAGEMENT:

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Total equity attributable to the equity share holders of the company	2186.38	1,940.52
As percentage of total capital	68.59	60.16
Current loans and borrowings	234.29	232.93
Non-current loans and borrowings	819.59	1,077.44
Total loans and borrowings	1053.88	1,310.37
Cash and cash equivalents	52.89	25.06
Net loans & borrowings	1001.00	1,285.31
As a percentage of total capital	31.41	39.84
Total capital (loans and borrowings and equity)	3187.37	3,225.84

NOTE 40 - FAIR VALUE MEASUREMENTS:
A. Financial instruments by category

[Rs. in Lacs]

	March 31, 2020			March 31, 2019		
	Amortized cost	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI
Financial Assets						
Investments	--	--	--	--	--	--
Trade & other receivables	463.42			171.85	--	--
Cash & cash equivalents	52.89			25.06	--	--
Other bank balances	82.82			21.69	--	--
Other financial assets	535.36			487.54	--	--
Total Financial Assets	1134.47			706.14	--	--
Financial Liabilities						
Borrowings						
Lease Liabilities	819.59					
	338.81			1077.44	--	--
Trade payables	1253.06			1171.09	--	--
Other financial liabilities	234.29			232.93	--	--
Total Financial Liabilities	2645.74			2481.46	--	--

Fair value hierarchy:

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets:
Financial assets measured at fair value at March 31, 2020

[Rs. in Lacs]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
- Investments	--	--	--	--

Financial assets measured at fair value at March 31, 2019:

[Rs. in Lacs]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
- Investments	--	--	--	--

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Fair value of financial assets and liabilities measured at amortized cost:

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

NOTE 41 - FINANCIAL RISK MANAGEMENT:

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized cost.	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognized financial assets and liabilities not denominated in Indian rupee (Rs.)	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the net exposure at an acceptable level, with option of taking Forward Foreign exchange contracts if deemed necessary.

(a) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade and other receivables

For trade receivables, provision is provided by the company as per the below mentioned policy:

Particulars	Gross carrying amount (Rs. in lacs)	Expected credit losses rate (%)	Expected credit losses (Rs. in lacs)	Carrying amount of trade receivable (Rs. in lacs)
Considered Good				
0 - 6 months	456.87	0.2%	0.91	455.96
6 months - 1 year	0.68	0.5%	0.00	0.68
More than 1 year	7.56	10.34%	0.79	6.77
Total :	465.11		1.70	463.41
Considered Doubtful		--	--	--
Total :	465.11	--	1.70	463.41

Reconciliation of loss allowance provision:
Trade receivables:

[Rs. in Lacs]

Particulars	Amount
Loss allowance as on March 31, 2019	0.03
Changes in loss allowance	1.67
Loss allowance as on March 31, 2020	1.70

Cash and Cash Equivalents:

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds and other committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Financing arrangements:

The working capital position of the Company is given below:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Cash and cash equivalents	52.89	25.06

Liquidity Table:

The Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at March 31, 2020:

[Rs. in Lacs]

Financial Liabilities	Less than	1-5 years 1 year	5 years and above
Non-current financial liabilities			
Borrowings [^]	--	825.56	--
Lease Liabilities		18.09	317.99
	--	843.65	317.99
Current financial liabilities			
Borrowings from Banks	238.54	--	--
Lease Liabilities	2.73	--	--
Trade payables	1253.06	--	--
	1494.32	--	--
Total financial liabilities	1494.32	843.65	317.99

[^] Borrowings are disclosed net of processing charges.

As at March 31, 2019:

[Rs. in Lacs]

Financial Liabilities	Less than 1 year	1-5 years	5 years and above
Non-current financial liabilities			
Borrowings [^]	--	1,087.65	--
	--	1,087.65	--
Current financial liabilities			
Borrowings from Banks	237.96	--	--
Trade payables	1,171.09	--	--
	1,409.04	--	--
Total financial liabilities	1,409.04	1,087.65	--

[^] Borrowings are disclosed net of processing charges.

(c) Market Risk:

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i) Currency Risk:

The Company is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (Rs.), primarily in respect of US\$, and Euro. The Company ensures that the net exposure is kept to an acceptable level and is remain a net foreign exchange earner.

Exposure to currency risk:

The currency profile of financial assets and financial liabilities are given below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in lacs	Rs. in lacs	Amount in Lacs	Rs. in Lacs
Financial Assets				
Trade receivables	USD 2.31	159.82	USD 1.18	81.61
Total	USD 2.31	1159.82	USD 1.18	81.61
Financial liabilities				
Trade payable	--	--	--	--
Total	--	--	--	--

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments.

Most of the Company's borrowings are on a floating rate of interest. The Company has exposure to interest rate risk, arising principally on changes in Marginal Cost of Funds based Lending Rate (MCLR). The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term credit lines besides internal accruals.

The exposures of the Company's financial assets / liabilities at the end of the reporting period are as follows:

[Rs. in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Floating rate borrowings	1053.88	1310.37
	1053.88	1310.37

Interest rate risk sensitivity:

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

[Rs in Lacs]

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Impact on profit – increase in 50 basis points	5.65	6.62
Impact on profit – decrease in 50 basis points	(5.65)	(6.62)

NOTE - 42:

The COVID-19 pandemic has disrupted various business operations due to lockdown and other emergency measures imposed by the governments. The operations of the Company were impacted briefly, due to shutdown of manufacturing activities following nationwide lockdown. The Company continues with its operations in a phased manner in line with directives from the authorities.

The company has considered the possible effect that may result from pandemic relating to Covid - 19 on the carrying amount of Property, Plant and Equipment, Inventories, Receivables and other current assets. In developing the assumptions relating to the possible future uncertainty in global economic conditions including conditions in India because of this pandemic, the company has used internal and external information available up to the date of issuance of this results. In assessing recoverability of inventories, the company has considered the latest selling price, customer orders on hand and margins.

Based on above assessment of Covid-19 and current indicators of future economic conditions, the Company does not expect significant impact on its operations and recoverability of value of its assets.

However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The company will continue to closely monitor the developments.

NOTE - 43:
(a) Due to Micro, Small and Medium Enterprise

[Rs. in Lacs]

S.N.	Particulars	2019-2020	2018-2019
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	--	NIL
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	--	NIL
3	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 Micro Small and Medium Enterprise Development Act, 2006.	--	NIL
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	--	NIL
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	--	NIL

The company has initiated the process of obtaining confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above mentioned information has been compiled to the extent of responses received by the company from its suppliers with regard to their registration under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).

- (b) The company has circulated letters of Balance Confirmation to Sundry Debtors, Sundry Creditors and the parties to whom loans and advances have been granted. Confirmations were received in some cases.

NOTE 44 - UN-HEDGED FOREIGN CURRENCY EXPOSURE:

The company does not enter into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The company does not enter into any derivative instruments for trading or speculative purposes.

The foreign currency exposure not hedged as at March 31, 2019 are as under:

[Rs. in lacs]

Currency	Receivable (In Foreign Currency)		Receivable (In Indian Rupee)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
USD	2.31	1.18	159.82	81.61

**NOTE 45 - STATEMENT OF MANAGEMENT:**

- (a) The non current financial assets, current financial assets and other current assets are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.
- (b) Balance Sheet, Statement of Profit and Loss, cash flow statement and change in equity read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and financial performance of the Company for the year under review.

NOTE - 46:

The figures for the previous year have been regrouped / reclassified, wherever necessary, to make them comparable with the figures for the current year.

FOR ASHOK K. BHATT & CO.

[Firm Registration No. 100657W]
Chartered Accountants

ASHOK K. BHATT

Proprietor
Mem. No. 36439
UDIN: 20036439AAAAAW7901

Place : Ahmedabad
Date : 29th June 2020

FOR AND ON BEHALF OF THE BOARD**SUNIL R. AGARWAL**

Chairman & Managing Director
DIN: 00265303

VIKRAM R. GUPTA

Chief Financial Officer

Place : Ahmedabad
Date : 29th June 2020

YASH S. AGARWAL

Joint Managing Director
DIN: 02170408

PRATIKA P BOTHRA

Company Secretary

RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 079 - 22910963 - 22911015 - 22911902 • E-mail : raghuvirad1@sancharnet.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) : _____

Registered address : _____

E-mail ID : _____

Folio No. / Client ID: _____ DP ID: _____

I/We, being the member(s) holding _____ Shares of the above named Company, hereby appoint;

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on 21st December, 2020 at 12.30 p.m at Rakhial Road, Rakhial, Ahmedabad-380023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Please Indicate (Assent or Dissent)
ORDINARY BUSINESS		
1	ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020. (ORDINARY RESOLUTION)	
2	TO RE-APPOINT MRS. PAMITADEVI SUNIL AGARWAL (DIN: 07135868) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION. (ORDINARY RESOLUTION)	
SPECIAL BUSINESS		
3	APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2020-2021 WITH RAGHUVIR EXIM LTD. (ORDINARY RESOLUTION)	
4.	APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2020-2021 WITH HYS DEVELOPERS LLP (ORDINARY RESOLUTION)	
5.	PAYMENT OF COMMISSION TO MRS. PAMITADEVI S. AGARWAL, (NON INDEPENDENT) NON EXECUTIVE DIRECTOR FOR F.Y 2020-2021 (SPECIAL RESOLUTION)	
6.	RE-APPOINTMENT OF MR. ANUP R. AGARWAL AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS (SPECIAL RESOLUTION)	
7.	RE-APPOINTMENT OF MR. NISHIT C. JOSHI AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS (SPECIAL RESOLUTION)	

Signed this _____ day of _____, 2020

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1/-

Notes: (1) For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38th Annual General Meeting. **(2)** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. **(3)** A Proxy need not be a member of the Company. **(4)** It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 079 - 22910963 - 22911015 - 22911902 • E-mail : raghuvirad1@sancharnet.in

ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP - Client ID :	Regd. Folio No. :
No. of Shares held :	No. of Shares held :

Full name of the member attending : _____

Name of Proxy : _____

(To be filled in if Proxy Form has been duly deposited with the Company) :

I hereby record my presence at the 38th Annual General Meeting of the Company being held on 21st December, 2020 at 12.30 p.m. at Rakhial Road, Rakhial, Ahmedabad.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

TEL NO.: 079 - 22910963 - 22911015 – 22911902

Web: www.raghuvir.com, E-mail: raghuvirad1@sancharnet.in

Sr. No.: _____

1. Name of the sole/first named member: _____
2. Address of sole/first named member: _____
3. Name (s) of joint member(s) if any: _____
4. Registered folio No./DP ID No./Client ID NO.: _____
5. Number of shares held: _____

Dear Member,

Subject: - Voting through Electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility to the members of the Company to cast their votes electronically as an alternative to participate at the 38th Annual general meeting of the member to be held on 21st December, 2020 at 12.30 P.M. by electronic means (remote e-voting). The Company has engaged the service of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evotingindia.com>:

The Electronic voting particulars are set out below:

EVSN (E-voting Sequence number)	# PAN
201107005	

Members who have updated their PAN with the company, Depository participant and/or Registered Transfer Agent shall use their PAN number while rest members who have not updated the PAN details with the company, Depository participant and/or Registered Transfer Agent shall follow the step 6 as mentioned in the e-voting instruction of the Notice of 38th AGM of the company

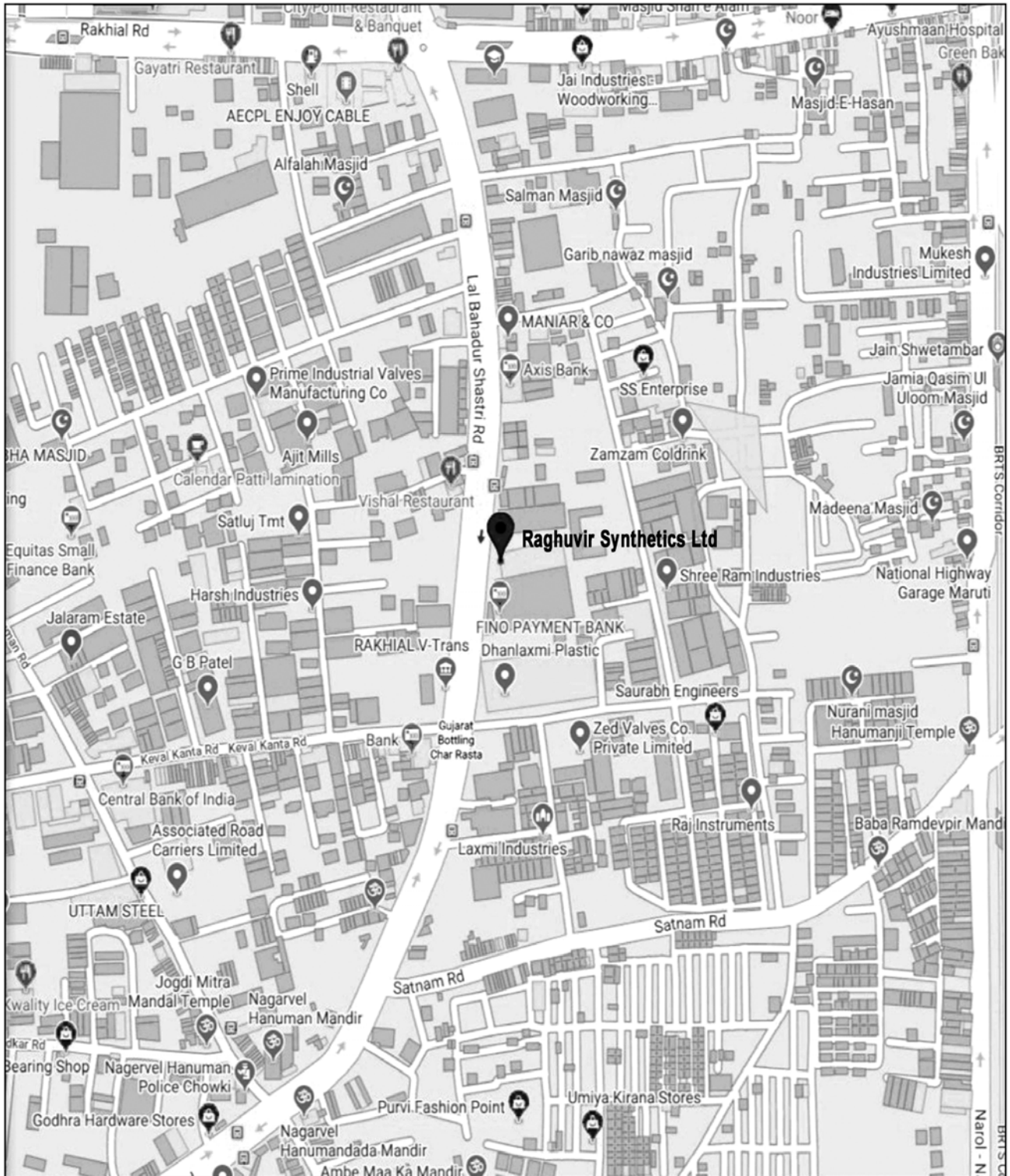
The remote e-voting facility will be available during the following voting period:

Commencement of E-voting	From 9.00 A.M. on 18th December, 2020
End of e-voting	Upto 5.00 P.M. on 20th December, 2020

The remote e-voting shall not be allowed beyond 5.00 P.M on 20th December, 2020. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. The cut-off date for the purpose of remote e-voting is 14th December, 2020

Please note the instruction printed in the notice before exercising the vote.

These details and instruction form integral part of the Notice for the Annual General Meeting to be held on 21st December, 2020.



NAVIGATION LINK FOR REGISTERED OFFICE:

Access the **WEBLINK** <https://maps.app.goo.gl/xLf9rgbrx8nQpovW7>

via Google application. You will be re-directed the route of the registered office of

M/S. Raghuvir Synthetics Limited situated Nr. Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad-380023.GJ (IN)

Book Post

If Undelivered please return to :

RAGHUVIR SYNTHETICS LIMITED
NR. GUJARAT BOTTLING, RAKHIAL ROAD,
RAKHIAL, AHMEDABAD-380 023. (INDIA).