

**NANDINI TEXCOM (INDIA) LIMITED**

**ANNUAL REPORT**

**2019 – 2020**



## CORPORATE INFORMATION

### **Board of Directors.**

- |                                             |                       |
|---------------------------------------------|-----------------------|
| 1) Mr. Durgaprasad Bhiswambharlal Sharma    | Whole Time Director.  |
| 2) Mrs. Poonamdevi Ashokkumar Tekriwal      | Managing Director.    |
| 3) Mr. Ashokkumar Ramchandraprasad Tekriwal | Managing Director.    |
| 4) Mrs. Shruti Kedia                        | Independent Director. |
| 5) Mr. Kailash Ram Gopal Chhaparwal         | Independent Director. |

**Chairman:** - Mr. Ashokkumar Ramchandraprasad Tekriwal

**Chief Financial Officer:** - Mr. Rameshkumar Govindprasad Sonthalia

**Company Secretary & Compliance officer:** - Mrs. Nishtha Pamnani

**Statutory Auditor:** - M/s - R M R & Co.

**Secretarial Auditor** :- Ms. Disha B. Patel

**Banker:** - Kotak Mahindra Bank.

### **Registrar & Transfer Agent:** -

SATELLITE CORPORATE SERVICES PRIVATE LIMITED  
Unit No. 49, Bldg. No. 13-A-B, 2nd Floor  
Samhita Commercial Co-Op. Soc. Ltd.  
Off. AndheriKurla Lane, MTNL Lane,  
Sakinaka, Mumbai-400072  
Contact No. 022-022-28520461, 022-28520462.

### **Registered Office:-**

B-304, International Commerce Center,  
Near Kadiwala School, Ring Road,  
Surat - 395002

**Contact No.:-** (0261) 4004596

**E-mail:-** nandinitexcom@hotmail.com

**Website:-** [www.nandinitex.com](http://www.nandinitex.com)

|| Shree Ganeshaya Namah||  
**NANDINI TEXCOM (INDIA) LIMITED**

**CIN: L65910GJ1994PLC021165**

**Reg. Office: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat-395002.**  
**Tel:0261-4004596 Email: nandinitexcom@hotmail.com, website: nandinitex.com**

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that Annual General Meeting of the Members of NANDINI TEXCOM (INDIA) LIMITED will be held on Monday, 28<sup>th</sup> December, 2020 at 12:00 P.M. at B - 304, International Commerce Center, Near Kadiwala School, Ring Road, Surat - 395002 Gujarat, to transact the following business:

**ORDINARY BUSINESS:**

**1. Adoption of Financial Statement and Report of Board of Directors.**

To consider and adopt the audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020, the reports of the Board of Directors and Auditors Report thereon.

**2. Appointment of Statutory Auditor**

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, M/s R M R & Co. (FRN 106467W), Chartered Accountants, be and are hereby ratified as the Statutory Auditors of the Company. “

**“RESOLVED FURTHER THAT** to give effect to above resolution, Mr. Ashokkumar R. Tekriwal, Managing Director, be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**SPECIAL BUSINESS:**

**1. Re-appointment of Director Retiring by Rotation.**

To appoint a Director in place of Mr. Durgaprasad Bhiswambharlal Sharma (DIN: 00085942), who retires by rotation. Being eligible, offer Mr. Durgaprasad Bhiswambharlal Sharma, himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded re-appointment of Mr. Durgaprasad Bhiswambharlal Sharma (DIN: 00085942) Whole-time Director of the Company, who has attained the age of 70 years and above, till his remaining tenure.

Sd/-

Ashokkumar Ramchandraprasad Tekriwal  
(Managing Director)

**Reg. Office:**

B-304, International Commerce Center,  
Near Kadiwala School, Ring Road,  
Surat - 395002

**Date: 19<sup>th</sup> August, 2020**

**Place: Surat**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of 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.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, is attached at the end of the notice.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 9<sup>th</sup> December, 2020 to Friday, 10<sup>th</sup> December, 2020 (both days inclusive) for Annual General Meeting.
4. The Board of Director of the Company did not recommend any dividend hence provision of dividend is not applicable.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested

for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for being sent in the permitted mode.

8. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
9. Members may also note that the Notice of the Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report will also be available on the Company's website [www.nandinitex.com](http://www.nandinitex.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Surat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: [nandinitexcom@hotmail.com](mailto:nandinitexcom@hotmail.com)
10. Members/Proxy Holders should bring Attendance Slips duly filled in for attending the meeting. Members are requested to bring their copy of Annual Report at the Meeting.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
13. Voting through electronic means.
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - iv. The remote e-voting period commences on Friday, 25<sup>th</sup> December, 2020 (10:00 am) and ends on Sunday 27<sup>th</sup> December, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 19<sup>th</sup> December, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- v. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- vi. The process and manner for remote e-voting are as under:
  - a) Member whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
    - 1) Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
    - 2) Launch internet browser by typing the **www.evoting.nsdl.com**
    - 3) Click on “Shareholder - Login”.
    - 4) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - 5) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
    - 6) Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
    - 7) Select “EVEN” of Nandini Texcom (India) Limited. Members can cast their vote online from 25<sup>th</sup> December, 2020 (10:00 am) and ends on Sunday 27<sup>th</sup> December, 2020 (5:00 pm).
  - Note: e-Voting shall not be allowed beyond said time.**
  - 8) Now you are ready for “e-Voting” as “Cast Vote” page opens.
  - 9) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
  - 10) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [disha2030@gmail.com](mailto:disha2030@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- vii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
- viii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 19<sup>th</sup> December, 2020.

- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Saturday, 19<sup>th</sup> December, 2020, may obtain the user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nandinitexcom@hotmail.com](mailto:nandinitexcom@hotmail.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - xii. Ms. Disha Patel, Practicing Company Secretary (ACS 46189) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xiii. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xiv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.nandinitex.com](http://www.nandinitex.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 05:00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors**

**Sd/-**

**Ashokkumar Ramchandraprasad Tekriwal**  
**(Managing Director)**

**Reg. Office:**

B-304, International Commerce Center,  
Near Kadiwala School, Ring Road,  
Surat - 395002

**Date: 7<sup>th</sup> December, 2020**

**Place: Surat**

**EXPLANATORY STATEMENT OF SPECIAL BUSINESS:**

1. As per the provisions of section 196 of Companies Act, 2013, the Director having age above 70 years is appointed subject to special resolution. Therefore, the re-appointment of Mr. Durgaprasad Bhiswambharlal Sharma (DIN: 00085942) is subject to the special resolution to be passed at the Annual General Meeting.



## NANDINI TEXCOM (INDIA) LIMITED

L65910GJ1994PLC021165

Tel: 0261 - 4004596 email: nandinitexcom@hotmail.com

Registered off: B - 304, International Commerce Center, Near Kadiwala School,  
Ring Road, Surat - 395002, Gujarat.

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Dear Members,

Your directors have pleasure in presenting their Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

### **FINANCIAL HIGHLIGHTS**

During the year 2019-20, performance of your company is as under:

| Particular                                                     | (Rupees In Lakhs) |                |
|----------------------------------------------------------------|-------------------|----------------|
|                                                                | 2019-2020         | 2018-2019      |
| Net sales                                                      | 4706.33           | 4619.34        |
| Other operating income                                         | --                | --             |
| <b>Total operating income</b>                                  | <b>4706.33</b>    | <b>4619.34</b> |
| Other income ( non operating )                                 | 7.34              | 14.25          |
| <b>Total income</b>                                            | <b>4713.67</b>    | <b>4633.60</b> |
| Total expenditure                                              | 4644.41           | 4553.67        |
| <b>Profit/(loss) before, finance cost and exceptional item</b> | <b>69.26</b>      | <b>79.93</b>   |
| Finance cost                                                   | 34.55             | 40.99          |
| <b>Profit/(loss) before, exceptional items &amp; tax</b>       | <b>34.71</b>      | <b>38.93</b>   |
| Add/(less) exceptional items                                   | --                | --             |
| <b>Profit/(loss) before tax expenses</b>                       | <b>34.71</b>      | <b>38.93</b>   |
| Add/(less): tax expenses                                       | 8.73              | 11.34          |
| <b>Net profit</b>                                              | <b>25.98</b>      | <b>27.59</b>   |

### **STATE OF COMPANY'S AFFAIRS**

During the year 2019-2020, the revenue from operations of the company has increased from Rs. 4619.34 Lacs to Rs. 4706.33 Lacs compared to last year. The total expenditure (including cost of goods consumed, purchase) has been also increased from Rs. 4594.66 Lacs to Rs. 4644.40 Lacs as compared to last year. The Net profit before tax has been decreased to Rs. 34.72 Lacs as compared to last year of Rs. 38.93 Lacs.

### **CHANGE IN NATURE OF BUSINESS, IF ANY**

During the year 2019-2020, there was no change in the nature of business activities of the Company.

### **DIVIDEND**

Board of Directors has not recommended any dividend for the year 2019-2020.

### **AMOUNT TRANSFERRED TO RESERVES**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid. No Amount has been transferred to Reserves.

### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return, in format MGT - 9, for the Financial Year 2019-20 has been enclosed with this report. **(Annexed as Annexure - A).**

### **NUMBER OF BOARD MEETINGS**

During the financial year 2019-20, Eight Board Meetings were held during the Financial Year ended March 31<sup>ST</sup>, 2020. The following are the dates on which the Board meetings were held:

| <b>Sr. No.</b> | <b>Date of Board Meeting:</b> |
|----------------|-------------------------------|
| 1.             | 30/05/2019                    |
| 2.             | 14/08/2019                    |
| 3.             | 31/08/2019                    |
| 4.             | 24/10/2019                    |
| 5.             | 15/11/2019                    |
| 6.             | 20/12/2019                    |
| 7.             | 11/02/2020                    |
| 8.             | 09/03/2020                    |

The names of members of the Board, their attendance at the Board Meetings are as under:

| Sr. No. | Name of Directors                 | Type of Directorship         | Number of Meetings attended during the F.Y. 2018-19 | Total Meetings held during the F.Y. 2018-19 |
|---------|-----------------------------------|------------------------------|-----------------------------------------------------|---------------------------------------------|
| 1.      | Mr. Ashokkumar R. Tekriwal        | Chairman & Managing Director | 8 out of 8                                          | 8                                           |
| 2.      | Mrs. Poonamdevi A. Tekriwal       | Managing Director            | 8 out of 8                                          | 8                                           |
| 3.      | Mr. Durgaprasad B. Sharma         | Wholetime Director           | 5 out of 8                                          | 5                                           |
| 5.      | Mr. Kailash Ram Gopal Chhapparwal | Independent Director         | 8 out of 8                                          | 8                                           |
| 7.      | Mrs. Shruti Kedia                 | Independent Director         | 8 out of 8                                          | 8                                           |

#### **EXTRA ORDINARY GENERAL MEETING**

During the Financial year 2019-20, there were no extra ordinary general meeting of members of the Company was held.

#### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT UNDER SECTION 186**

The Company has not made any loan or gives guarantee or provided security or made investment under section 186 of the Companies Act, 2013 during the year under review.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year 2019-20, the company has not entered into any contracts / arrangements / transactions with the related parties as prescribed under Section 188 of the Companies Act, 2013. Since all related party transactions entered into by the Company were in ordinary course of business and were on arms' length basis, Form AOC-2 is not applicable to the Company.

#### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There were no remarks made by the Auditors in their report.

#### **DETAILS OF FRAUD REPORT BY AUDITOR**

As per auditors' report, no fraud u/s 143(12) reported by the auditor.

#### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

#### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year 2019-2020, there were no changes in the directorship of the company.

Further, The Compliance Officer and the company Secretary of the Company, Mr. Chinmay Methiwala, had resigned from the designation on 31<sup>st</sup> August, 2019. The Company appointed Mrs. Nishtha Harivanshi Pamnani as the Compliance Officer and Company Secretary of the Company on 9<sup>th</sup> March, 2020.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended 31<sup>st</sup> March, 2020, the Board of Directors hereby confirms that -

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DEPOSITS**

The Company has neither accepted nor renewed any deposits from the public during the year 2019-20.

#### **STATUTORY AUDITORS**

At the Annual General Meeting held on 26<sup>th</sup> September, 2019, M/s. R M R & Co., Chartered Accountants (Firm Registration No. 106467W) were appointed as Auditors of the Company for five consecutive financial years who shall hold office till the conclusion of Annual General Meeting to be held for the financial year 2023-24 subject to the ratification of such appointment in the Annual General Meeting of the company every year.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

Nil

## **SECRETARIAL AUDIT REPORT**

The Board had appointed Mrs. Disha B. Patel, Practicing Company Secretary, Surat as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditor Form MR-3 is annexed to the Report as per “Annexure D”.

## **BOARD EVALUATION**

During the year under review Board of directors met eight time and their performance were satisfactory.

## **ACKNOWLEDGEMENTS**

The Directors expressed their sincere appreciation to the valued shareholders, bankers and clients for their support.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The global textile market size was valued at USD 961.5 billion in 2019 and is estimated to exhibit a CAGR of 4.3% from 2020 to 2027 owing to the increased demand for apparels, especially in developing countries such as China, India, Mexico, and Bangladesh, according to Grand View Research. The U.S. is expected to be the largest market for textiles in the North American region. Textile companies in the region focus on restructuring their businesses, developing effective work processes, and investing in niche products. Natural fibers are anticipated to be the largest product segment in the region on account of the rising demand from the fashion and apparel industry.

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at USD 39.2 billion and are expected to increase to USD 82.00 billion by 2021. India's textile and apparel exports stood at USD 38.70 billion in FY19 and is expected to increase to USD 82.00 billion by 2021 from USD 11.92 billion in FY20 (up to July 2019).

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

The Indian textiles industry, currently estimated at around USD 150 billion, is expected to reach USD 250 billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2018-19. It contributed two per cent to the GDP of India and employs more than 45 million people in 2018-19. The sector contributed 15 per cent to the export earnings of India in 2018-19. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

### **COVID-19 Situation:**

The outbreak of Covid 19 pandemic and consequent lockdown across the country w.e.f. 22<sup>nd</sup> March, 2020 and consequently, and the Company has enforced to shutdown of many manufacturing units immediately after the lockdown. However, selective companies either continued manufacturing or resumed due their essential nature. Hence, the situation will create a limited impact of Covid 19 on Indian companies in the medium term.

The Textile Industry, especially in Surat, Gujarat, has faced a setback in its working as compared to normal years. As the Lockdown started, many problems were faced by Textile Companies of Surat, Gujarat, which included Sudden shortage of labour, migration of labour, Stoppage of imports and exports of raw materials and even the finished products. The Companies mainly relied on its domestic Market. But, Due to the lesser circulation of Financial means also became a problem for small traders. The textile Companies are yet to recover from the huge loss of market and financial circulation means.

### **Details of Key Financial ratios:**

In compliance with the requirement of listing regulations, the key financial ratios were examined and the ratios with significant changes of 25% or more as compared to the immediately previous financial year have been provided hereunder along with the explanation for the changes, if any.

| Key Financial Ratios        | FY 2019-20 | FY 2018-19 | Reason for Significant Change, if any                                                                                                                        |
|-----------------------------|------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest Coverage Ratio     | 2.07       | 2.0        | The Company does not face any significant changes in its ratios. The Company's normal working has not been effected much till March 31 <sup>st</sup> , 2020. |
| Net Profit Margin           | 0.55       | 0.60       |                                                                                                                                                              |
| Debt Equity Ratio           | 0.06       | 0.04       |                                                                                                                                                              |
| Debt service coverage ratio | 0.96       | 1.11       |                                                                                                                                                              |

As During the FY 2019-2020, the Lockdown was effective for only 8 days, the effect was not particularly seen during that year. However, the Company is still observing the consequences of pandemic situation. The Company's sales and market has been affected majorly due to lessened imports and exports. The Domestic Market is not able to provide the quality standard and financial conditions as expected in the normal scenario.

Information as required by Schedule V of Companies Act, 2013 is reproduced below:

**1. General Information:**

|                                                                      |                                                                                                                                                                                                                                           |                                |                                |
|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| a. Nature of Industry                                                | Trading of Textile, Mainly Yarn trading (includes Imports of Yarn)                                                                                                                                                                        |                                |                                |
| b. Date or expected date of commencement of production               | The Company's main business is trading which has been commenced already.                                                                                                                                                                  |                                |                                |
| c. Financial Performance                                             | <b>Particulars</b>                                                                                                                                                                                                                        | <b>31.03.2020<br/>(in Rs.)</b> | <b>31.03.2019<br/>(in Rs.)</b> |
|                                                                      | Income from Operations                                                                                                                                                                                                                    | 4706.33                        | 4619.34                        |
|                                                                      | Total Expenditure                                                                                                                                                                                                                         | 4644.41                        | 4553.67                        |
|                                                                      | PBT                                                                                                                                                                                                                                       | 34.71                          | 38.93                          |
| d. Foreign investments or collaborations                             | NA                                                                                                                                                                                                                                        |                                |                                |
| e. Reasons for inadequate profits                                    | Inadequacy of year-wise profits is due to cut throat competition, increasing costs, high regulatory frameworks, higher inflation, compliances are high, lower profit margin, market slowdown, price correction, consumer sentiments, etc. |                                |                                |
| f. Steps taken or proposed to be taken for improvement               | The Company is trying to increase its operations every year with new technical and financial options available to it.                                                                                                                     |                                |                                |
| g. Expected increase in productivity and profits in measurable terms | There are opportunities in the textile industry domestically and globally. The is expected to explore more improvements in its operations.                                                                                                |                                |                                |

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR  
NANDINI TEXCOM (INDIA) LIMITED**

**Sd/-**  
**Ashokkumar Ramchandraprasad Tekriwal**  
**DIRECTOR**  
**DIN - 00086179**

**Sd/-**  
**Poonamdevi Ashokkumar Tekriwal**  
**DIRECTOR**  
**DIN - 00086114**

**DATE: 05/12/2020**  
**PLACE: SURAT**

# **“ANNEXURE A”**

## **FORM NO. MGT – 9 EXTRACT OF ANNUAL RETURN As on the financial year ended 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                                                                       | L65910GJ1994PLC021165                                                                                                                                                                                                                                                      |
| Registration Date                                                         | 31/01/1994                                                                                                                                                                                                                                                                 |
| Name of the Company                                                       | Nandini Texcom (India) Limited                                                                                                                                                                                                                                             |
| Category / Sub-Category of the Company                                    | Listed Public Limited Company                                                                                                                                                                                                                                              |
| Address of the Registered Office and contact details                      | B-304, International Commerce Center,<br>Near Kadiwala School, Ring Road,<br>Surat - 395002,<br>Contact No. 0261-4004596<br>www.nandinitex.com                                                                                                                             |
| Whether listed Company                                                    | Listed                                                                                                                                                                                                                                                                     |
| Name, address and contact details of Registrar and Transfer Agent, if any | SATELLITE CORPORATE SERVICES PRIVATE LIMITED<br>Address - A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai- 400072<br>Tel: 022-28520461, 022-28520462<br>www.satellitecorporate.com<br>E-mail : info@satellitecorporate.com |

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

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

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--------------------------------------------------|----------------------------------|------------------------------------|
| 1       | Trading of Goods                                 | G                                | 100                                |

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

Not applicable as there is no subsidiary and associate company.

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

#### **(i) Category wise shareholding**



[illegible]

[illegible]

|                                                        |               |                |                |              |                |                |                |              |            |
|--------------------------------------------------------|---------------|----------------|----------------|--------------|----------------|----------------|----------------|--------------|------------|
| <b>Sub-Total (B)(2):</b>                               | --            | <b>3514560</b> | <b>3514560</b> | <b>70.29</b> | 1956300        | <b>1558260</b> | <b>3514560</b> | <b>70.29</b> | <b>Nil</b> |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>     | --            | <b>3514560</b> | <b>3514560</b> | <b>70.29</b> | 1956300        | <b>1558260</b> | <b>3514560</b> | <b>70.29</b> | <b>Nil</b> |
|                                                        | --            | --             | --             | --           | --             | --             | --             | --           | --         |
| <b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b> | --            | --             | --             | --           | --             | --             | --             | --           | --         |
| <b>Grand Total (A+B+C)</b>                             | <b>739740</b> | <b>4260360</b> | <b>5000100</b> | <b>100</b>   | <b>3441840</b> | <b>1558260</b> | <b>5000100</b> | <b>100</b>   | --         |

**(ii)Shareholding of Promoters**

| <b>Shareholder's Name</b> | <b>No. of Shares held at the beginning of the year</b> |                                         |                                                        | <b>No. of Shares held at the end of the year</b> |                                         |                                                        | <b>% Change during the year</b> |
|---------------------------|--------------------------------------------------------|-----------------------------------------|--------------------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------------------------|---------------------------------|
|                           | <b>No. of Shares</b>                                   | <b>% of total Shares of the company</b> | <b>%of Shares Pledged / encumbered to total shares</b> | <b>No. of Shares</b>                             | <b>% of total Shares of the company</b> | <b>%of Shares Pledged / encumbered to total shares</b> |                                 |
| Durga Prasad Sharma       | 124200                                                 | 2.48                                    | Nil                                                    | 124200                                           | 2.48                                    | Nil                                                    | Nil                             |
| Ashokkumar R. Tekriwal    | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Poonamdevi A. Tekriwal    | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Manorama Devi Tekriwal    | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Devendra Kumar Sharma     | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Sudip Sharma              | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Ajay Kedia                | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Rajesh Kedia              | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Manju Kedia               | 125000                                                 | 2.50                                    | Nil                                                    | 125000                                           | 2.50                                    | Nil                                                    | Nil                             |
| Umesh Kumar Kedia         | 120800                                                 | 2.42                                    | Nil                                                    | 120800                                           | 2.42                                    | Nil                                                    | Nil                             |
| Stya Bhama Devi           | 123540                                                 | 2.47                                    | Nil                                                    | 123540                                           | 2.47                                    | Nil                                                    | Nil                             |
| Birendrakumar             | 117000                                                 | 2.34                                    | Nil                                                    | 117000                                           | 2.34                                    | Nil                                                    | Nil                             |
| <b>Total</b>              | <b>1485540</b>                                         | <b>29.71</b>                            | <b>Nil</b>                                             | <b>1485540</b>                                   | <b>29.71</b>                            | <b>Nil</b>                                             | <b>Nil</b>                      |

**(iii) Change in Promoters' Shareholding**

There is no change in the shareholding of the Promoter Group.

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

| Sr. No | Shareholder's Name       | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|--------|--------------------------|-------------------------------------------|----------------------------------|-------------------------------------|----------------------------------|
|        |                          | No. of shares                             | % of total shares of the company | No. of shares                       | % of total shares of the company |
| 1      | Motilal Kojmal Jain      | 209600                                    | 4.19                             | 209600                              | 4.19                             |
| 2      | Cistro Telellink Limited | 204700                                    | 4.09                             | 204700                              | 4.09                             |
| 3      | Apeksha Jain             | 204500                                    | 4.09                             | 204500                              | 4.09                             |
| 4      | Rinkesh Motilal Jain     | 203000                                    | 4.06                             | 203000                              | 4.06                             |
| 5      | Bandana Singh            | 203000                                    | 4.06                             | 203000                              | 4.06                             |
| 6      | Kojmal Jain              | 201500                                    | 4.03                             | 201500                              | 4.03                             |
| 7      | Nutandevi Motilal Jain   | 201100                                    | 4.02                             | 171900                              | 3.44                             |
| 8      | Pringle Atul Jhaveri     | 113000                                    | 2.26                             | 113000                              | 2.26                             |
| 9      | Atul Motichand Jhaveri   | 112000                                    | 2.24                             | 112000                              | 2.24                             |
| 10     | Fenil Atul Jhaveri       | 111700                                    | 2.23                             | 11700                               | 2.23                             |

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

| Sr. No | Shareholder's Name                                    | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  | Date of change in shareholding | Reason for change |
|--------|-------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|--------------------------------|-------------------|
|        |                                                       | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |                                |                   |
|        | <b>Directors</b>                                      |                                           |                                  |                                         |                                  |                                |                   |
| 1      | Durga Prasad Sharma<br>DIN: 00085972                  | 124200                                    | 2.48                             | 124200                                  | 2.48                             | --                             | --                |
| 2      | Ashokkumar RamchandraPrasad Tekriwal<br>DIN: 00086179 | 125000                                    | 2.50                             | 125000                                  | 2.50                             | --                             | --                |
| 3      | Poonamdevi Ashokkumar Tekriwal<br>DIN: 00086114       | 125000                                    | 2.50                             | 125000                                  | 2.50                             | --                             | --                |
|        | <b>Total</b>                                          | <b>374200</b>                             | <b>7.48</b>                      | <b>374200</b>                           | <b>7.48</b>                      | --                             | --                |

Other than this, no other Director and Key Managerial Personnel hold any shares in the Company.

## V. INDEBTEDNESS

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

(In Lacs)

|                                                                    | Secured Loans<br>excluding<br>deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|--------------------------------------------------------------------|----------------------------------------|--------------------|----------|-----------------------|
| <b>Indebtedness at the<br/>beginning of the financial<br/>year</b> |                                        |                    |          |                       |
| 1. Principal Amount                                                | 303.13                                 | 19.82              | 0        | 322.96                |
| 2. Interest due but not paid                                       | 0                                      | 0                  | 0        | 0                     |
| 3. Interest accrued but not Due                                    | 0                                      | 0                  | 0        | 0                     |
| <b>Total (1+2+3)</b>                                               | <b>303.13</b>                          | <b>19.82</b>       | <b>0</b> | <b>322.96</b>         |
| <b>Change in Indebtedness<br/>during the financial year</b>        |                                        |                    |          |                       |
| Addition                                                           | 0                                      | 2.12               | 0        | 2.12                  |
| Reduction                                                          | 4.54                                   | 0                  | 0        | 4.54                  |
| <b>Net Change</b>                                                  | <b>4.54</b>                            | <b>2.12</b>        | <b>0</b> | <b>(2.42)</b>         |
| <b>Indebtedness at the<br/>end of the financial year</b>           |                                        |                    |          |                       |
| 1. Principal Amount                                                | 298.59                                 | 21.95              | 0        | 320.54                |
| 2. Interest due but not paid                                       | 0                                      | 0                  | 0        | 0                     |
| 3. Interest accrued but not Due                                    | 0                                      | 0                  | 0        | 0                     |
| <b>Total (1+2+3)</b>                                               | <b>298.59</b>                          | <b>21.95</b>       | <b>0</b> | <b>320.54</b>         |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(In Lacs)

| Sr.<br>no. | Particulars of<br>Remuneration                                                            | Name of MD/WTD/ Manager   |                           | Total<br>amount |
|------------|-------------------------------------------------------------------------------------------|---------------------------|---------------------------|-----------------|
| 1.         | Gross salary                                                                              | Ashokkumar<br>R. Tekriwal | Poonamdevi<br>A. Tekriwal |                 |
|            | (a) Salary as per<br>Provisions contained in section 17(1)<br>of the Income tax Act, 1961 | 36.00                     | 19.20                     | 55.20           |
|            | (b) Value of perquisites u/s 17(2)<br>Income-tax Act,<br>1961                             | --                        | --                        | --              |
|            | (c) Profits in lieu of salary<br>Under section 17(3) Income-tax Act,<br>1961              | --                        | --                        | --              |
| 2          | Stock Option                                                                              | --                        | --                        | --              |
| 3.         | Sweat Equity                                                                              | --                        | --                        | --              |
| 4.         | Commission - as % of profit -others,                                                      | --                        | --                        | --              |

|    |                                      |              |              |              |
|----|--------------------------------------|--------------|--------------|--------------|
|    | specify                              |              |              |              |
| 5. | Others, please Specify(Sitting Fees) | --           | --           | --           |
|    | Total (A)                            | <b>36.00</b> | <b>19.20</b> | <b>55.20</b> |
|    | Ceiling as per the Act               | <b>84.00</b> | <b>84.00</b> | <b>84.00</b> |

**B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB**  
(In Lacs)

| SN | Particulars of Remuneration                                                         | Key Managerial Personnel |             |             |
|----|-------------------------------------------------------------------------------------|--------------------------|-------------|-------------|
|    |                                                                                     | CFO                      | CS          | Total       |
| 1  | Gross salary                                                                        | 4.34                     | 2.40        | 6.74        |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | --                       | --          | --          |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | --                       | --          | --          |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | --                       | --          | --          |
| 2  | Stock Option                                                                        | --                       | --          | --          |
| 3  | Sweat Equity                                                                        | --                       | --          | --          |
| 4  | Commission                                                                          | --                       | --          | --          |
|    | - as % of profit                                                                    | --                       | --          | --          |
|    | others, specify...                                                                  | --                       | --          | --          |
| 5  | Others, please specify                                                              | --                       | --          | --          |
|    | <b>Total</b>                                                                        | <b>4.34</b>              | <b>2.40</b> | <b>6.74</b> |

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

No Penalty has been levied on the Company during the Financial Year.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**NANDINI TEXCOM (INDIA) LIMITED**

**Ashokkumar Ramchandraprasad Tekriwal**  
**Managing Director**  
**DIN: 00086179**

**Poonamdevi Ashokkumar Tekriwal**  
**Managing Director**  
**DIN: 00086114**

**DATE: 05/12/2020**  
**PLACE: SURAT**



**Disha Patel - 88663 43787**

**Email id -disha2030@gmail.com**

**Address - 362, 3rd Floor, massiMo Business Bench,  
Althan - Bhimrad Canal Road, Surat - 395017**

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### **Form MR-3**

[Pursuant to section 204(1) of Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31.03.2020**

To,  
The Members  
NANDINI TEXCOM(INDIA) LIMITED  
B-304, International Commerce Center,  
Near Kadiwala School, Ring Road,  
Surat – 395002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s NANDINI TEXCOM(INDIA) LIMITED (CIN L65910GJ1994PLC021165)** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provide us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing my opinions thereon.

Based on our verification, 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 authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- I. The Companies Act 2013 (the Act) and the rules made there under;
- II. The Securities Contracts [Regulations] Act, 1956 [‘SCRA’] and 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 (FDI) and Overseas Direct Investment and External Commercial Borrowings: (NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY FOREIGN EXCHANGE TRANSACTION).
- 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 (Prohibition of Insider Trading) Regulations, 1992 (Upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (effective 15th May 2015)
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- (NOT APPLICABLE)
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- (NOT APPLICABLE)
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: (NOT APPLICABLE AS THE COMPANY HAS NOT DELISTED ITS EQUITY SHARES)
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: (NOT APPLICABLE 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; (NOT APPLICABLE AS THE COMPANY IS NOT REGISTERED AS REGISTRARS TO ISSUE OR SHARE TRANSFER AGENT DURING THE FINANCIAL YEAR UNDER REVIEW).
  - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- (NOT APPLICABLE AS THE COMPANY HAS NOT ISSUED AND LISTED ANY DEBT SECURITIES DURING THE FINANCIAL YEAR UNDER REVIEW)
  - h. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - (NOT APPLICABLE)

I have also examined compliance with the applicable clauses of

1. The Secretarial Standards issued by The Institute of Company Secretaries of India and
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the Stock Exchanges.

I report that, during the year under review, the company has broadly complied with the provisions of the Guidelines mentioned above.

We further report that compliance with the applicable financial laws including direct and indirect tax laws by the company has not been reviewed in this audit since the same has been subject to review by the statutory auditors and other designated professionals.

#### **MANAGEMENT RESPONSIBILITY**

1. Maintenance of secretarial records 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 the processes 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 processes and practices 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 or verified compliances of laws other than those mentioned above;
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
5. 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.

#### **WE FURTHER REPORT THAT**

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- II. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III. Resolutions have been approved by majority while the dissenting members', if any, views are captured and recorded as part of the minutes.
- IV. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- V. We further report that during the Audit Period, the Company has not incurred any specific event/ action other than what is listed below that can have a major bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

Sd/-

Disha Patel

Practising Company secretary

ACS NO: 46189

CP.NO: 16907

Place: Surat

Date: 05.11.2020

# NANDINI TEXCOM (INDIA) LIMITED

B-304, International Commerce Centre, Near  
Kadiwala School, Ring Road, Surat-395002

## Independent Auditor's Report on *Financial Statement* For F.Y. 2019-20



Prepared by:

**R M R & Co.**

Chartered Accountants,  
B-203, Shree Hari Park,  
Near Centre Point Building,  
Sagrampura, Surat- 395002  
Tel: 0261- 2463810/11/12



**R M R & Co.**

Chartered Accountants

## INDEPEDENT AUDITOR'S REPORT

TO,

The Members of NANDINI TEXCOM (INDIA) LIMITED

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of NANDINI TEXCOM (INDIA) LIMITED which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and loss account and Cash Flow Statement for the year ended and a summary of significant accounting policy and notes to the financial statements.

### Management's Responsibility fot the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.





We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2020.
- (b) in the case of the Statement of Profit and Loss Account, of the profit for the period 31st March, 2020 on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

### As required by section 143(3) of the Act, we further report that:

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
- (iii) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) in our opinion, the aforesaid standalone financial statements dealt with by this report comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) on the basis of the written representations received from the directors as on 31st March, 2020, and taken on record by the Board of Directors, we report that 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.
- (vi) 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": and
- (vii) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014; in our opinion and to the best of our information and according to the explanations given to us;



- (a) The Company does not have any pending litigations which would impact its financial position.
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

As per our Report of even date

**For R M R & CO.**

Chartered Accountants

ICAI Reg.No.106467W



Place : Surat  
Date : 24nd June, 2020

**CA M. M. Modani**

Partner

Membership No. 043384

UDIN : 20043384AAAAAD8810



## ANNEXURE-A INDEPENDENT AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON THEIR LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NANDINI TEXCOM (INDIA) LIMITED FOR THE YEAR ENDED ON 31st March, 2020.

- (i) In respect of fixed assets:
  - a) As per information provided to us, the company do not possess any immovable property .
  - b) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - c) According to information and explanation given to us, the fixed assets have been physically verified by the management at reasonable intervals. There were no Material discrepancies noticed on such verification.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed.
- (iii) The company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted any deposits.
- (vi) In our opinion and according to information and explanation given to us, Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii)
  - a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, service tax, excise duty and cess were in arrears, as at 31.03.2020 for a period of more than six months from the date they become payable.
- (viii) The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.



- (ix) The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)
- (x) Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
- (xiv) The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The company hasn't entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

As per our Report of even date  
**For R M R & CO.**  
Chartered Accountants  
ICAI Reg.No.106467W



**CA M. M. Modani**  
Partner

Membership No. 043384

UDIN : 20043384AAAAAD8810

Place : Surat  
Date : 24nd June, 2020



## **ANNEXURE - "B" TO THE AUDITORS' REPORT**

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

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

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

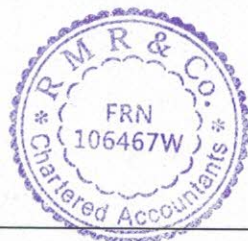
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

#### **Auditors' Responsibility**

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

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

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





### Meaning of Internal Financial Controls over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls over Financial Reporting

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


### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

Place : Surat  
Date : 24nd June, 2020



For and on behalf of  
**For R M R & CO.**  
Chartered Accountants  
ICAI Reg.No.106467W

  
**CA M. M. Modani**  
Partner  
Membership No. 043384  
UDIN : 20043384AAAAAD8810

# NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

## Balance Sheet

As at 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

| EQUITY AND LIABILITIES :                  | Note | 31.03.2020          | 31.03.2019          |
|-------------------------------------------|------|---------------------|---------------------|
| <b>Shareholder's funds</b>                |      |                     |                     |
| Share Capital                             | 3    | 5,00,01,000         | 5,00,01,000         |
| Reserves and Surplus                      | 4    | 2,09,16,951         | 1,82,88,660         |
| Money received against share warrants     |      | -                   | -                   |
| Share application money pending allotment |      | -                   | -                   |
| <b>Non-current liabilities</b>            |      |                     |                     |
| Long-term borrowings                      | 5    | 41,73,909           | 27,71,838           |
| Deferred Tax liabilities (Net)            |      | -                   | -                   |
| Other Long term liabilities               |      | -                   | -                   |
| Long-term Provisions                      |      | -                   | -                   |
| <b>Current Liabilities</b>                |      |                     |                     |
| Short term borrowings                     | 6    | 2,78,80,376         | 2,95,24,141         |
| Trade payables                            | 7    | 54,06,053           | 46,61,810           |
| Other current liabilities                 | 8    | 2,81,137            | 5,32,709            |
| Short term provisions                     | 9    | 8,48,349            | 11,47,443           |
| <b>GRAND TOTAL</b>                        |      | <b>10,95,07,775</b> | <b>10,69,27,601</b> |

### ASSETS :

#### Non-current assets

##### Fixed assets

|                                     |    |           |           |
|-------------------------------------|----|-----------|-----------|
| Tangible assets                     | 10 | 36,66,367 | 18,48,487 |
| Intangible assets                   |    | -         | -         |
| Capital work-in-progress            |    | -         | -         |
| Intangible assets under development |    | -         | -         |

##### Non-current investments

|                           |    |          |          |
|---------------------------|----|----------|----------|
| Deferred tax assets (net) | 11 | 1,24,468 | 1,52,109 |
|---------------------------|----|----------|----------|

##### Long-term loans and advances

|                          |  |   |   |
|--------------------------|--|---|---|
| Other non-current assets |  | - | - |
|--------------------------|--|---|---|

##### Current assets

|                               |    |             |             |
|-------------------------------|----|-------------|-------------|
| Current investments           |    | -           | -           |
| Inventories                   | 12 | 2,61,15,862 | 3,84,98,629 |
| Trade receivables             | 13 | 5,23,19,851 | 4,68,98,438 |
| Cash and Cash equivalents     | 14 | 1,37,003    | 1,49,684    |
| Short-term loans and advances | 15 | 2,71,44,224 | 1,93,80,254 |
| Other current assets          |    | -           | -           |

|                    |  |                     |                     |
|--------------------|--|---------------------|---------------------|
| <b>GRAND TOTAL</b> |  | <b>10,95,07,775</b> | <b>10,69,27,601</b> |
|--------------------|--|---------------------|---------------------|

Summary of significant accounting policies 2

The accompanying notes 1 to 22 are integral part of financial statements

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W



CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 24th June, 2020

UDIN : 20043384AAAAAD8810

Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Ramesh Sonthalia

CFO

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

Nishtha Pamnani

CS



## Statement of Profit And Loss

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

| Income :                                                          | Note | 31.03.2020          | 31.03.2019          |
|-------------------------------------------------------------------|------|---------------------|---------------------|
| Revenue from operations                                           | 16   | 47,06,33,495        | 46,19,34,965        |
| Other Income                                                      | 17   | 7,34,499            | 14,25,101           |
| <b>Total Revenue</b>                                              |      | <b>47,13,67,994</b> | <b>46,33,60,066</b> |
| <b>Expenses :</b>                                                 |      |                     |                     |
| Cost of Materials Consumed                                        |      | -                   | -                   |
| Purchases of Stock in Trade                                       | 18   | 43,69,60,640        | 43,34,77,401        |
| Changes in inventories of finished goods, WIP and Stock-in-trade  | 19   | 1,23,82,767         | 60,69,641           |
| Employee benefits expense                                         | 20   | 23,24,867           | 20,44,678           |
| Finance Costs                                                     | 21   | 34,55,025           | 40,99,392           |
| Depreciation and amortization expense                             | 10   | 3,85,426            | 3,57,852            |
| Other expense                                                     | 22   | 1,23,87,265         | 1,34,17,480         |
| <b>Total Expense</b>                                              |      | <b>46,78,95,990</b> | <b>45,94,66,444</b> |
| <b>Profit before exceptional and extraordinary items and tax</b>  |      | <b>34,72,003</b>    | <b>38,93,622</b>    |
| Exceptional Items                                                 |      | -                   | -                   |
| <b>Profit before extraordinary items and tax</b>                  |      | <b>34,72,003</b>    | <b>38,93,622</b>    |
| Extraordinary items                                               |      | -                   | -                   |
| <b>Profit before tax</b>                                          |      | <b>34,72,003</b>    | <b>38,93,622</b>    |
| <b>Tax expense:</b>                                               |      |                     |                     |
| Current Tax                                                       |      | 8,45,816            | 11,46,090           |
| Deferred Tax                                                      | 11   | 27,641              | (11,441)            |
|                                                                   |      | <b>8,73,457</b>     | <b>11,34,649</b>    |
| <b>Profit/(Loss) for the period from continuing operations</b>    |      | <b>25,98,546</b>    | <b>27,58,973</b>    |
| <b>Profit/(Loss) for the period from discontinuing operations</b> |      | -                   | -                   |
| <b>Tax expense of discontinuing operations</b>                    |      | -                   | -                   |
| <b>Profit/(Loss) from discontinuing operations (after tax)</b>    |      | -                   | -                   |
| <b>Profit/(Loss) for the period</b>                               |      | <b>25,98,546</b>    | <b>27,58,973</b>    |
| <b>Earnings per equity share:</b>                                 |      |                     |                     |
| Basic                                                             |      | 0.52                | 0.55                |
| Diluted                                                           |      | NA                  | NA                  |

Summary of significant accounting policies 2

The accompanying notes 1 to 22 are integral part of financial statements

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 24th June, 2020

UDIN : 20043384AAAAAD8810



Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Ramesh Sonthalia

Ramesh Sonthalia

CFO

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

Nishu Pamnani

Nishu Pamnani

CS

# NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

## Cash Flow Statement

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

| Cash Flows from operating activities                                    | 31.03.2020         | 31.03.2019         |
|-------------------------------------------------------------------------|--------------------|--------------------|
| Profit/(loss) after taxes                                               | 25,98,546          | 27,58,973          |
| Adjustments for:                                                        |                    |                    |
| Depreciation                                                            | 3,85,426           | 3,57,852           |
| Deferred tax                                                            | 27,641             | (11,441)           |
| Excess Provision of Income Tax for Previous Year                        | 29,744             | -                  |
| (Profit)/Loss on sales of Fixed Assets                                  | (2,08,300)         | -                  |
| <b>Operating profit before working capital changes (a)</b>              | <b>28,33,057</b>   | <b>31,05,384</b>   |
| Change in current asset                                                 |                    |                    |
| Inventories                                                             | 1,23,82,767        | 60,69,641          |
| Trade receivables                                                       | (54,21,413)        | (72,19,283)        |
| Short-term loans and advances                                           | (77,63,971)        | 18,41,704          |
|                                                                         | (8,02,617)         | 6,92,062           |
| Change in Liabilities                                                   |                    |                    |
| Short term borrowings                                                   | (16,43,764)        | 96,21,914          |
| Trade payables                                                          | 7,44,243           | (29,81,323)        |
| Other current liabilities                                               | (2,51,572)         | (53,427)           |
| Short term provisions                                                   | (2,99,094)         | (23,62,023)        |
|                                                                         | (14,50,187)        | 42,25,141          |
| <b>Change in working capital (b)</b>                                    | <b>(22,52,804)</b> | <b>49,17,203</b>   |
| <b>Cash generated from operations (a + b)</b>                           | <b>5,80,254</b>    | <b>80,22,587</b>   |
| Less : Income tax paid (Net tax refund received)                        | -                  | -                  |
| <b>Net cash provided by operating activities (A)</b>                    | <b>5,80,254</b>    | <b>80,22,587</b>   |
| <b>Cash flows from investing activities</b>                             |                    |                    |
| Purchase of Fixed Asset                                                 | (23,49,282)        | (13,75,255)        |
| Sales of Fixed Assets                                                   | 3,54,276           | -                  |
| Increase/ Decrease in Investment                                        | -                  | -                  |
| <b>Net cash used in investing activities (B)</b>                        | <b>(19,95,006)</b> | <b>(13,75,255)</b> |
| <b>Cash flows from financing activities</b>                             |                    |                    |
| Long-term borrowings received/(paid) during the year                    | 14,02,071          | (65,23,042)        |
| <b>Net cash used in financing activities (C)</b>                        | <b>14,02,071</b>   | <b>(65,23,042)</b> |
| <b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b> | <b>(12,681)</b>    | <b>1,24,290</b>    |
| Cash and cash equivalents at beginning of the year                      | 1,49,684           | 25,394             |
| <b>Cash and cash equivalents at end of the year</b>                     | <b>1,37,003</b>    | <b>1,49,684</b>    |
| Components of cash and cash equivalents                                 |                    |                    |
| Cash and Cheques on hand                                                | 1,37,003           | 1,49,684           |
| Balances with Scheduled Banks in current account                        | -                  | -                  |
| <b>Cash and cash equivalents at end of the year (Note 14)</b>           | <b>1,37,003</b>    | <b>1,49,684</b>    |

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 24th June, 2020

UDIN : 20043384AAAAAD8810



Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Ramesh Sonthalia

Ramesh Sonthalia

CFO

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

Nishita Pamnani

Nishita Pamnani

CS



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

### 1 General disclosures :

#### 1.1 Corporate information

The Company is engaged in trading of yarn.

#### 1.2 Related Parties

The list of related parties and nature of their relationship is furnished below:

##### **Directors of the company-**

|                   |                               |
|-------------------|-------------------------------|
| Managing Director | Ashokkumar Tekriwal           |
| Managing Director | Poonamdevi Tekriwal           |
| Director          | Durgaprasad Sharma            |
| Director          | Kailash Ram Gopal Chhaparwala |
| Director          | Shruti Kedia                  |

##### **Key Managerial Personnel of the company-**

|     |                                    |
|-----|------------------------------------|
| CFO | Rameshkumar Govindprasad Sonthalia |
| CS  | Nishita Pamnani                    |

##### **Companies under the same management-**

Bittu Synthetics Private Limited

1.3 In the opinion of the Board of Director all the current assets, loans and advances are apporxmately of the value stated and realizable in the ordinary course of business. The adequate provision of all known liabilities have been made. The balances of creditors, loans and advances as at 31st March 2020 are subject to confirmation.

1.4 Previous year figures have been regrouped wherever necessary. Figure are rounded off to nearest rupees.

### 2 Significant Accounting Policies

#### 2.1 **Basis of Preparation of Accounts**

These Financial Statement of the company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the companies (Indian Accounting Standard) Rules, 2015 and as amended on time to time. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

The preparation of financial statements is in conformity with Indian Accounting Standards (IND AS) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the year.



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

### 2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statement are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### 2.3 Revenue recognition (IND AS 115)

#### Sale of goods

Sales of goods (yarn) are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude GST and excise. Sales also includes interest received on late payments from customers.

### 2.4 Inventories (IND AS 2)

Closing stock are valued at cost or realisable value whichever is lower. Cost includes purchase cost and purchase related expenses i.e. Custom duty, C & F charges, Cha service charges and Freight. Closing stock do not include GST. Inventories include stock in transit which is valued at cost including related expenses incurred upto the stage in which goods are as on the balance sheet date.

#### Goods in Transit

Goods in transit refers to inventory items and other products that have been shipped by a seller, but have not yet reached the purchaser.

When goods are in transit at the end of an accounting period, they require special accounting attention since the goods are not physically present at either the seller's or the buyer's location. It is necessary to examine whether the sales terms were FOB shipping point or FOB destination.

The goods imported amounting to Rs.118,17,134/- had reached Indian port before the balance sheet date but were not able to be transported due to COVID-19 and lockdown situation, therefore are shown under the the "Goods in Transit".

### 2.5 Fixed asset (IND AS 16)

Fixed assets are stated at the cost of acquisition and subsequent improvement thereto less accumulated depreciation. The cost of acquisition includes purchase price, freight and other expenses incurred for bringing the fixed assets to the working condition for its intended use. Further, fixed assets on which ITC in regards to GST cannot be claimed are recorded inclusive of GST

### 2.6 Depreciation and amortisation

Depreciation is charged on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013 on pro rata basis.





## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

### 2.7 Other income

Other income includes sundry balances written off, claims and rate difference amount.

### 2.8 Earnings per share (IND AS 33)

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is not applicable to company.

### 2.9 Anti-Bumping Duty

Refund of Anti-dumping duty amounting Rs.70,95,953/- pertains to financial year 2017-18 and purchase cost in that year was reduced to this effect. It is shown under the under the head "Balance with Tax Authority"

### 2.10 Taxes on income (IND AS 12)

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

For the purpose of quantifying deferred tax amount as on Balance Sheet date deferred tax is recognised on timing differences being difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### 2.11 Cash flow statement (IND AS 7)

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### 2.12 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

### 2.13 Foreign Currency Transaction (IND AS 21)

Foreign currency transaction are accounted at the rates prevailing on the date of transaction. The exchange rate differences (if any) arising out of such transaction are appropriately dealt in the financial statement in accordance with the applicable accounting standards.

### 2.14 Borrowing Cost (IND AS 23)

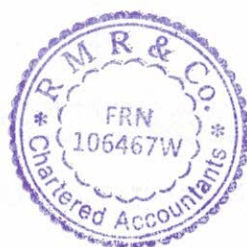
Borrowing cost directly related to the acquisition or construction of an asset is capitalized as part of the cost of the asset. Other borrowing costs are charged to the profit & loss account.

### 2.15 Provisions and Contingencies (IND AS 37)

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

### 2.16 Impact on COVID-19

The outbreak of COVID-19 globally and resultant lockdown in many countries, including in India, has had impact on the business of the Company. Operations of the Company were completely closed from 22.03.2020 to 22.05.2020 due to lock down. Management is expecting that demand will improve once markets stabilize after effect of COVID-19 and lockdown is over. Management has assessed the potential impact of COVID-19 based on the current circumstances and expects no significant impact on the continuity of operations of the business on long term basis/on useful Life of the assets/ on financial position etc. though there may be lower revenues and lower profitability in the near term in year 2020-21.





## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

| 3 Share Capital                                         | 31.03.2020  | 31.03.2019  |
|---------------------------------------------------------|-------------|-------------|
| <b>Authorised Share Capital</b>                         |             |             |
| 55,00,000 equity shares of Rs 10/- each                 | 5,50,00,000 | 5,50,00,000 |
| (Previous year 55,00,000 equity shares of Rs 10/- each) |             |             |
| <b>Issued, Subscribed &amp; Paid-up Capital</b>         |             |             |
| 50,00,100 equity shares of Rs 10/each, fully paid up    | 5,00,01,000 | 5,00,01,000 |
| (Previous year 50,00,100 equity shares of Rs 10/- each) |             |             |
|                                                         | 5,00,01,000 | 5,00,01,000 |

\* Disclosure pursuant to Note 6(A)(g) of Part I of Schedule VI to the Companies Act, 2013 (if more than 5%)

There is no single share holder holding more then 5% share of company.

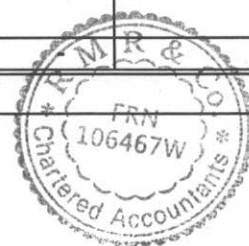
| 4 Reserves and Surplus                                      | 31.03.2020  | 31.03.2019  |
|-------------------------------------------------------------|-------------|-------------|
| a. Profit and Loss Account                                  |             |             |
| Opening Balance as on 01.04.2019                            | 1,81,62,654 | 1,54,03,681 |
| Add: Profit/(Loss) during the year                          | 25,98,546   | 27,58,973   |
| Add: Excess Provision of Previous Year Transfer to Reserves | 29,744      | -           |
|                                                             | 2,07,90,944 | 1,81,62,654 |
| b. Shree Ganeshji Maharaj                                   | 6           | 6           |
| c. Special Reserve fund                                     | 1,26,000    | 1,26,000    |
| (a+b+c)                                                     | 2,09,16,951 | 1,82,88,660 |

| 5 Long-Term Borrowings       | Secured          |                    | Unsecured        |                  |
|------------------------------|------------------|--------------------|------------------|------------------|
|                              | 31.03.2020       | 31.03.2019         | 31.03.2020       | 31.03.2019       |
| 1 From Banks :               | -                | -                  | -                | -                |
| From Yes Bank                | 5,15,512         | 7,89,700.00        |                  |                  |
| From Hdfc Bank               | 14,63,329        | -                  |                  |                  |
| 2 From Related Parties       |                  |                    |                  |                  |
| From Directors and Relatives | -                | -                  | 21,95,068        | 19,82,138        |
| From Corporate bodies        | -                | -                  | -                | -                |
| <b>Total</b>                 | <b>19,78,841</b> | <b>7,89,700.00</b> | <b>21,95,068</b> | <b>19,82,138</b> |

Note on Long Term Borrowing :

- Loan from **Yes Bank** is secured against Honda Car and Loan from **HDFC Bank** is secured against Seltos Car purchased during the financial year.

| 6 Short-Term Borrowings     | Secured            |                    | Unsecured  |            |
|-----------------------------|--------------------|--------------------|------------|------------|
|                             | 31.03.2020         | 31.03.2019         | 31.03.2020 | 31.03.2019 |
| 1 Loans repayable on demand |                    |                    |            |            |
| From banks :                |                    |                    |            |            |
| Cash Credit Facility        | 2,78,80,376        | 2,95,24,141        | -          | -          |
| <b>Total</b>                | <b>2,78,80,376</b> | <b>2,95,24,141</b> |            |            |



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

Note on Short Term Borrowing :

- 1 Cash credit facility from **KOTAK MAHINDRA BANK LTD** is secured againsts Stock in Trade and Books Debts of the company. Collateral security and guaranty is given by Directors of the company.
- 2 General Note on above Short -term borrowings  
There is no continuing default as on the balance sheet date in repayment of loans and interest.

| 7 Trade Payables          | 31.03.2020       | 31.03.2019       |
|---------------------------|------------------|------------------|
| a. Creditors for Goods    | 6,73,071         | 9,85,979         |
| b. Creditors for Expenses | 47,32,982        | 36,75,831        |
|                           | <b>54,06,053</b> | <b>46,61,810</b> |

| 8 Other Current Liabilities | 31.03.2020      | 31.03.2019      |
|-----------------------------|-----------------|-----------------|
| a. Current Liability        | 2,81,137        | 5,32,709        |
|                             | <b>2,81,137</b> | <b>5,32,709</b> |

| 9 Short Term Provisions | 31.03.2020      | 31.03.2019       |
|-------------------------|-----------------|------------------|
| a. For Expenses         | 2,533           | 1,353            |
| b. Income Tax           | 8,45,816        | 11,46,090        |
|                         | <b>8,48,349</b> | <b>11,47,443</b> |

| 11 Deferred Tax as per AS 22               | Current year as on 31.03.2020 |              |               |
|--------------------------------------------|-------------------------------|--------------|---------------|
| Particulars                                | Amount                        | Rate of Tax  | Net effect    |
| A) Deferred Tax Liability/(Asset) :        |                               |              |               |
| Depreciation Difference                    | 1,10,563                      | 25%          | 27,641        |
| Others                                     |                               |              |               |
| <b>Net Defferred Tax Liability/(Asset)</b> |                               | <b>(A-B)</b> | <b>27,641</b> |

|                                                        |                   |
|--------------------------------------------------------|-------------------|
| Opening balance of Defferred Tax Liability/(Asset)     | (1,52,109)        |
| Add : Net Defferred Tax Liability/(Asset) for the year | 27,641            |
| Balance carry forward to balance sheet                 | <b>(1,24,468)</b> |

## 12 Inventories (Certified by the management)

| Particulars                | 31.03.2020    |                    | 31.03.2019      |                    |
|----------------------------|---------------|--------------------|-----------------|--------------------|
|                            | Qty (Kg)      | Amount             | Qty (Kg)        | Amount             |
| a. Stock in trade<br>Yarn  | 50,579        | 1,42,98,728        | 2,07,371        | 3,84,98,629        |
| b. Stock in Transit (Yarn) | 30,000        | 1,18,17,134        | -               | -                  |
|                            | <b>80,579</b> | <b>2,61,15,862</b> | <b>2,07,371</b> | <b>3,84,98,629</b> |

Note: Cash credit borrowings are secured by hypothecation of Inventories.  
Refer point no 2.4 of Note on Financial Statements



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

| <b>13 Trade Receivables</b>                                                              | <b>31.03.2020</b>  | <b>31.03.2019</b> |
|------------------------------------------------------------------------------------------|--------------------|-------------------|
| (a) Outstanding for a period less than six months from the date they are due for payment | <b>5,23,19,851</b> | 4,68,98,438       |
| (b) Outstanding for a period exceeding six months from the date they are due for payment | -                  | -                 |
| <i>Unsecured, considered good</i>                                                        | -                  | -                 |
|                                                                                          | <b>5,23,19,851</b> | 4,68,98,438       |
| Less: Provision for doubtful debts                                                       | -                  | -                 |
|                                                                                          | <b>5,23,19,851</b> | 4,68,98,438       |

Note : Cash credit borrowings are secured by hypothecation of Trade Receivables of company.

| <b>14 Cash and cash equivalents</b> | <b>31.03.2020</b> | <b>31.03.2019</b> |
|-------------------------------------|-------------------|-------------------|
| a. Balances with banks;             | -                 | -                 |
| b. Cheques, drafts on hand;         | -                 | -                 |
| c. Cash on hand;                    | <b>1,37,003</b>   | 1,49,684          |
| d. Others (specify nature).         | -                 | -                 |
|                                     | <b>1,37,003</b>   | 1,49,684          |

| <b>15 Short-term loans and advances</b> | <b>31.03.2020</b>  | <b>31.03.2019</b> |
|-----------------------------------------|--------------------|-------------------|
| <i>Unsecured, considered good</i>       |                    |                   |
| a. Advance to Related Parties           | -                  | -                 |
| b. Balance with Tax Authority           | <b>97,09,958</b>   | 1,23,55,015       |
| c. Advances to Supplier                 | <b>1,72,44,393</b> | 69,45,761         |
| d. Prepaid Insurance                    | <b>10,954</b>      | 29,498            |
| e. Other Advances                       | <b>1,78,919</b>    | 49,980            |
|                                         | <b>2,71,44,224</b> | 1,93,80,254       |
| Less: Provision for doubtful debts      | -                  | -                 |
|                                         | <b>2,71,44,224</b> | 1,93,80,254       |





# Note on Financial Statements

For the year ended 31st March, 2020

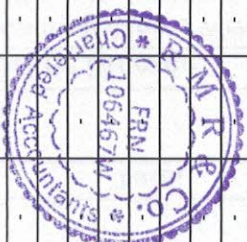
(All amounts are in Rupees, unless otherwise stated)

NOTES ON ACCOUNTS

10

## FIXED ASSET

| Gross Block                      |                |            |                           |                           | Depreciation Block |            |                           |                           |                            | Net Block                  |             |           |           |
|----------------------------------|----------------|------------|---------------------------|---------------------------|--------------------|------------|---------------------------|---------------------------|----------------------------|----------------------------|-------------|-----------|-----------|
| Sr. Particulars No.              | Dep. Rate in % | Cost as on | Additions During the year | Deletions during the year | Total as on        | Upto       | Additions During the year | Deletions during the year | Residual Value Adjustme nt | Residual Value Adjustme nt | Total as on | WDV as on | WDV as on |
|                                  |                | 01.04.2019 |                           |                           | 31.03.2020         | 01.04.2019 |                           |                           |                            |                            |             |           |           |
| (I) Tangible assets              |                |            |                           |                           |                    |            |                           |                           |                            |                            |             |           |           |
| Vehicles                         |                |            |                           |                           |                    |            |                           |                           |                            |                            |             |           |           |
| Hero Bike                        | 9.50%          | 51,500     | -                         | -                         | 51,500             | 255        | 4,894                     | -                         | -                          | -                          | 5,149       | 46,351    | 51,245    |
| Car-Honda                        | 12.50%         | 12,83,969  | -                         | -                         | 12,83,969          | 63,940     | 1,52,504                  | -                         | -                          | -                          | 2,16,444    | 10,67,525 | 12,20,029 |
| Car - Audi                       | 0.00%          | 29,19,507  | -                         | 29,19,507                 | -                  | 27,73,532  | -                         | 27,73,532                 | -                          | -                          | -           | -         | 1,45,975  |
| Car - Hyundai                    | 33.43%         | 3,45,000   | -                         | -                         | 3,45,000           | 2,21,008   | 41,451                    | -                         | -                          | -                          | 2,62,459    | 82,541    | 1,23,992  |
| Car - Seltos                     | 11.88%         | -          | 19,89,123                 | -                         | 19,89,123          | -          | 45,195                    | -                         | -                          | -                          | 45,195      | 19,43,928 | -         |
| Office Equipment                 |                |            |                           |                           |                    |            |                           |                           |                            |                            |             |           |           |
| Air Condition1                   | 0.00%          | 2,52,726   | -                         | -                         | 2,52,726           | 2,40,090   | -                         | -                         | -                          | -                          | 2,40,090    | 12,636    | 12,636    |
| Air Condition2                   | 0.00%          | 20,399     | -                         | -                         | 20,399             | 19,379     | -                         | -                         | -                          | -                          | 19,379      | 1,020     | 1,020     |
| Air Condition3                   | 32.30%         | 1,59,000   | -                         | -                         | 1,59,000           | 65,469     | 30,211                    | -                         | -                          | -                          | 95,680      | 63,320    | 93,531    |
| Air Condition                    | 32.27%         | 38,000     | -                         | -                         | 38,000             | 15,627     | 7,220                     | -                         | -                          | -                          | 22,847      | 15,153    | 22,373    |
| Air Condition4                   | 30.04%         | 35,000     | -                         | -                         | 35,000             | 12,863     | 6,650                     | -                         | -                          | -                          | 19,513      | 15,487    | 22,137    |
| Air Condition5                   | 19.00%         | -          | 1,86,850                  | -                         | 1,86,850           | -          | 8,633                     | -                         | -                          | -                          | 8,633       | 1,78,217  | -         |
| Air Condition6                   | 19.00%         | -          | 1,10,788                  | -                         | 1,10,788           | -          | 5,119                     | -                         | -                          | -                          | 5,119       | 1,05,669  | -         |
| Mobile                           | 95.28%         | 12,500     | -                         | -                         | 12,500             | 10,008     | 1,867                     | -                         | -                          | -                          | 11,875      | 625       | 2,492     |
| Mobile 2-1 phone                 | 35.23%         | 55,000     | -                         | -                         | 55,000             | 25,338     | 10,450                    | -                         | -                          | -                          | 35,788      | 19,212    | 29,662    |
| Mobile 3                         | 36.24%         | 5,000      | -                         | -                         | 5,000              | 2,379      | 950                       | -                         | -                          | -                          | 3,329       | 1,671     | 2,621     |
| Mobile 4                         | 27.10%         | 7,858      | -                         | -                         | 7,858              | 2,348      | 1,493                     | -                         | -                          | -                          | 3,841       | 4,017     | 5,510     |
| Mobile 5                         | 20.82%         | 39,786     | -                         | -                         | 39,786             | 3,479      | 7,559                     | -                         | -                          | -                          | 11,038      | 28,748    | 36,307    |
| Mobile 6                         | 19.00%         | -          | 54,048                    | -                         | 54,048             | -          | 8,530                     | -                         | -                          | -                          | 8,530       | 45,518    | -         |
| Printer                          | 19.00%         | -          | 8,473                     | -                         | 8,473              | -          | 400                       | -                         | -                          | -                          | 400         | 8,073     | -         |
| Television                       | 31.71%         | 21,565     | -                         | -                         | 21,565             | 8,643      | 4,098                     | -                         | -                          | -                          | 12,741      | 8,824     | 12,922    |
| Water Container                  | 31.70%         | 9,630      | -                         | -                         | 9,630              | 3,861      | 1,829                     | -                         | -                          | -                          | 5,690       | 3,940     | 5,769     |
| Computers                        |                |            |                           |                           |                    |            |                           |                           |                            |                            |             |           |           |
| Apple Desktop                    | 95.40%         | 1,64,501   | -                         | -                         | 1,64,501           | 1,09,903   | 46,373                    | -                         | -                          | -                          | 1,56,276    | 8,225     | 54,598    |
| Computer1                        | 0.00%          | 36,999     | -                         | -                         | 36,999             | 35,149     | -                         | -                         | -                          | -                          | 35,149      | 1,850     | 1,850     |
| Computer2                        | 0.00%          | 5,055      | -                         | -                         | 5,055              | 4,802      | -                         | -                         | -                          | -                          | 4,802       | 253       | 253       |
| Computer3                        | 0.00%          | 36,791     | -                         | -                         | 36,791             | 34,951     | -                         | -                         | -                          | -                          | 34,951      | 1,840     | 1,840     |
| Computer4                        | 0.00%          | 34,500     | -                         | -                         | 34,500             | 32,775     | -                         | -                         | -                          | -                          | 32,775      | 1,725     | 1,725     |
| Total                            |                | 55,34,286  | 23,49,282                 | 29,19,507                 | 49,64,061          | 36,85,799  | 3,85,426                  | 27,73,532                 | -                          | -                          | 12,97,693   | 36,66,367 | 18,48,487 |
| Total current Year (I+II+III+IV) |                | 55,34,286  | 23,49,282                 | 29,19,507                 | 49,64,061          | 36,85,799  | 3,85,426                  | 27,73,532                 | -                          | -                          | 12,97,693   | 36,66,367 | 18,48,487 |
| Total Previous Year              |                | 41,59,031  | 13,75,255                 |                           | 55,34,286          | 33,27,947  | 3,57,852                  |                           | -                          | -                          | 36,85,799   | 18,48,487 | 8,31,084  |





## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

### 16 Revenue from Operations (Sale of Products excluding GST)

| Particulars  | 31.03.2020       |                     | 31.03.2019       |                     |
|--------------|------------------|---------------------|------------------|---------------------|
|              | Qty (In Kg)      | Amount              | Qty (In Kg)      | Amount              |
| Yarn         | 14,02,855        | 47,06,33,495        | 12,28,929        | 46,19,34,965        |
| <b>Total</b> | <b>14,02,855</b> | <b>47,06,33,495</b> | <b>12,28,929</b> | <b>46,19,34,965</b> |

### 17 Other Income

31.03.2020 31.03.2019

|                                  |                 |                  |
|----------------------------------|-----------------|------------------|
| Sundry Balances Written Off      | 10,686          | 73,000           |
| Claim & Rate Difference Received | 5,05,673        | 13,52,101        |
| Profit On Sale of Car            | 2,08,300        | -                |
| Interest on IT Refund            | 9,840           | -                |
|                                  | <b>7,34,499</b> | <b>14,25,101</b> |

### 18 Purchases of Stock in Trade

| Particulars               | 31.03.2020       |                     | 31.03.2019       |                     |
|---------------------------|------------------|---------------------|------------------|---------------------|
|                           | Qty (In Kg)      | Amount              | Qty (In Kg)      | Amount              |
| Purchase during year      |                  |                     |                  |                     |
| Yarn                      | 13,12,213        | 41,40,51,080        | 12,65,079        | 41,45,38,355        |
| Direct expenses           |                  |                     |                  |                     |
| Custom Duty               | -                | 1,93,52,069         | -                | 1,56,37,748         |
| Clearing & Forwarding Exp | -                | 35,57,491           | -                | 33,01,298           |
| <b>Total cost</b>         | <b>13,12,213</b> | <b>43,69,60,640</b> | <b>12,65,079</b> | <b>43,34,77,401</b> |

Discloser in respect of Foreign Exchange Transaction for above point.

| Particulars |                                                       | Amount in Rs. | Amount in \$ |
|-------------|-------------------------------------------------------|---------------|--------------|
| a.          | Value of Import of Goods/service for the current year | 35,84,98,655  | 50,36,519    |

Disclosure in respect of related parties for above trade receivables

| Particulars                                   | Amount     |                  |
|-----------------------------------------------|------------|------------------|
|                                               | 31.03.2020 | 31.03.2019       |
| Firm in which director is a partner           | -          | -                |
| Private company in which director is a member | -          | 15,06,798        |
| <b>Total</b>                                  | <b>-</b>   | <b>15,06,798</b> |

### 19 Changes in inventories of finished goods, work in progress and Stock-in-Trade

| Particulars       | 31.03.2020      |                    | 31.03.2019      |                    |
|-------------------|-----------------|--------------------|-----------------|--------------------|
|                   | Qty (In Kg)     | Amount             | Qty (In Kg)     | Amount             |
| (A) Opening Stock |                 |                    |                 |                    |
| Yarn              | 1,71,221        | 3,84,98,629        | 1,35,071        | 4,45,68,270        |
| <b>Total</b>      | <b>1,71,221</b> | <b>3,84,98,629</b> | <b>1,35,071</b> | <b>4,45,68,270</b> |



## Note on Financial Statements

For the year ended 31st March, 2020

(All amounts are in Rupees, unless otherwise stated)

|                   |        |             |          |             |
|-------------------|--------|-------------|----------|-------------|
| (B) Closing Stock |        |             |          |             |
| Yarn              | 50,579 | 1,42,98,728 | 1,71,221 | 3,84,98,629 |
| Stock in Transit  | 30,000 | 1,18,17,134 | -        | -           |
| Total             | 80,579 | 2,61,15,862 | 1,71,221 | 3,84,98,629 |
| A-B               |        | 1,23,82,767 |          | 60,69,641   |

Note : Refer point no 2.4 of Note on Financial Statements

|                                     |                   |                   |
|-------------------------------------|-------------------|-------------------|
| <b>20 Employee benefits expense</b> | <b>31.03.2020</b> | <b>31.03.2019</b> |
| Salaries                            | 23,24,867         | 20,44,678         |
|                                     | <u>23,24,867</u>  | <u>20,44,678</u>  |

|                            |                   |                   |
|----------------------------|-------------------|-------------------|
| <b>21 Finance Costs</b>    | <b>31.03.2020</b> | <b>31.03.2019</b> |
| Bank Charges               | 44,848            | 9,854             |
| Interest on Secured Loan   | 29,97,444         | 36,29,246         |
| Interest on Unsecured Loan | 2,37,733          | 2,68,542          |
| Processing Charges         | 1,75,000          | 1,91,750          |
|                            | <u>34,55,025</u>  | <u>40,99,392</u>  |

|                                          |                    |                    |
|------------------------------------------|--------------------|--------------------|
| <b>22 Other expenses</b>                 | <b>31.03.2020</b>  | <b>31.03.2019</b>  |
| <b><u>Administrative Expenses</u></b>    |                    |                    |
| Auditor Remuneration                     | 95,000             | 95,000             |
| Directors Remuneration                   | 55,20,000          | 55,20,000          |
| Commission and Brokerage                 | 11,95,718          | 25,72,134          |
| Conveyance Expense                       | 1,75,750           | 1,85,728           |
| Insurance Expenses                       | 80,471             | 57,648             |
| Interest on Income Tax/TDS/GST           | 955                | 2,00,896           |
| Legal & Professional Charges             | 3,95,400           | 3,16,849           |
| Donation                                 | 2,00,000           | 3,03,000           |
| Miscellaneous Expenses                   | 1,75,733           | 42,002             |
| Annual Listing Expense                   | 55,000             | 55,000             |
| Telephone Expenses                       | 35,595             | 35,265             |
| Office Rent                              | 9,00,000           | 9,00,000           |
| Office Expenses                          | 1,01,360           | 94,550             |
| Rates and taxes, excluding tax on Income | 55,783             | 27,260             |
| Repair & Maintenance Exp                 | -                  | 2,14,816           |
| Travelling expenses                      | 1,81,931           | 1,87,394           |
| <b><u>Selling Expenses</u></b>           |                    |                    |
| Sales Promotion Expenses                 | 36,020             | 2,26,544           |
| Cartage Expenses                         | 11,54,989          | 9,56,654           |
| Freight                                  | 20,27,560          | 14,26,739          |
|                                          | <u>1,23,87,265</u> | <u>1,34,17,480</u> |





**Note on Financial Statements****For the year ended 31st March, 2020**

(All amounts are in Rupees, unless otherwise stated)

General Note on above

## a. Auditor Remuneration :

| Particulars          | 31.03.2020    | 31.03.2019    |
|----------------------|---------------|---------------|
| For Audit Fees       | 45,000        | 45,000        |
| For Taxation Matters | 45,000        | 45,000        |
| For Other Services   | 5,000         | 5,000         |
| <b>Total</b>         | <b>95,000</b> | <b>95,000</b> |

## b. Director Remuneration :

*The Remuneration paid / payable U/S 197 of the Companies Act for the year ended 31/03/2019*

| Name of directors         | Basic pay        | Sitting fees | Total            |
|---------------------------|------------------|--------------|------------------|
| Ashok Tekriwal (WTD)      | 36,00,000        | -            | 36,00,000        |
| Poonamdevi Tekriwal (WTD) | 19,20,000        | -            | 19,20,000        |
| <b>Total</b>              | <b>55,20,000</b> | <b>-</b>     | <b>55,20,000</b> |

## c. Rent paid to related party:

| Name                | Nature of payment | Relation | Amount          |
|---------------------|-------------------|----------|-----------------|
| Poonamdevi Tekriwal | Office Rent       | Director | 9,00,000        |
| <b>Total</b>        |                   |          | <b>9,00,000</b> |

As per our Report of even date Annexed

**For R M R & CO.**

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors

**NANDINI TEXCOM (INDIA) LIMITED****CA M. M. Modani**

Partner

Membership No. 043384

Place : Surat

Date : 24th June, 2020

UDIN : 20043384AAAAAD8810

*Ashok Tekriwal***Ashokkumar Tekriwal**

Director

DIN:00086179

*Poonam Tekriwal***Poonamdevi Tekriwal**

Director

DIN: 00086114

*Ramesh Sonthalia***Ramesh Sonthalia**

CFO

*Nishtha Pamnani***Nishtha Pamnani**

CS

# NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS ON 31st March, 2020 AND PROFIT AND LOSS A/C. FOR THE YEAR ENDING ON 31st March, 2020.

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### I REGISTRATION DETAILS

Registration No. : U65910GJ1994PLC021165

State Code:

4

Balance Sheet dated 31st March, 2020

### II CAPITAL RAISED

Public Issue

-

Rights Issue

-

Bonus Issue

-

Private Placement

-

### III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

10,95,07,775

Total Assets

10,95,07,775

#### EQUITY AND LIABILITIES

Shareholder's funds

7,09,17,951

Share application money

-

Non- current liabilities

41,73,909

Current Liabilities

3,44,15,915

Deffered Tax Liability

-

#### ASSETS

Non-current assets

37,90,835

Current assets

10,57,16,940

### IV PERFORMANCE OF COMPANY

Total Income

47,13,67,994

Total Expenditure

46,78,95,990

Profit/(Loss) Before Tax

34,72,003

Profit/(Loss) After Tax

25,98,546

Earnings Per Share in Rs.

0.52

Dividend Rate %

-

### V GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF THE COMPANY

Item Code No.

HSN : 54033100

Product Description

Yarn

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

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Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

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