



40th ANNUAL
REPORT
2020-21



HP COTTON
TEXTILE MILLS LIMITED

CONTENTS

- 2 Corporate Information
- 4 Letter To The Shareholder's
- 7 Key Performance Indicators
- 9 AGM Notice
- 21 Management Discussion & Analysis Report
- 28 Board Report
- 46 Auditor's Report
- 55 Financial Statements

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Kailash Kumar Agarwal
(Chairman & Managing Director)

Mr. RaghavKumar Agarwal
(CEO & Executive Director)

Non-Executive Directors

Mrs. Ritu Bansal

Independent Directors

Mr. Parshotam Dass Agarwal

Mr. Mohan Lal Jain

Chief Financial Officer

Mr. RaghavKumar Agarwal

Company Secretary and Compliance Officer

Mr. Shubham Jain

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.

Alankit House, 4E/2, Jhandewalan Extension,
New Delhi-110055

Tel: +91 11 42541234

Fax: +91 11 23552001

Email: info@alankit.com

Website: www.alankit.com

STATUTORY AUDITORS

Walker Chandiok & Co. LLP

L-41, Connaught Circus, Outer Circle,
New Delhi – 110001

SECRETARIAL AUDITORS

M/s Tarun Jain & Associates

Company Secretaries
805, Padma Tower-I, Rajendra Place,
New Delhi-110008

BANKERS

State Bank of India

REGISTERED OFFICE

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar 125044 (Haryana)
CIN: L18101HR1981PLC012274

CORPORATE OFFICE

F (0), The Mira Corporate Suites

1 & 2, Old Ishwar Nagar, Mathura Road,
New Delhi – 110065

Tel: +91 11 41540471/72/73

Fax: +91 11 49073410

E-mail: info@hpthreads.com

Website: www.hpthreads.com



LETTER TO THE SHAREHOLDER'S



Kailash Kumar Agarwal
Chairman & Managing Director

Dear Shareholders,

The year gone by was one of the most difficult and challenging ones that many of us have faced, and it has impacted our lives in unforeseen ways. The COVID-19 pandemic has cast a shadow of uncertainty and anxiety all over the world, affecting people across all social strata. Through these difficult times, the relentless effort and determination of all the frontline health and social workers has stood out as a beacon of hope for humanity, and I would like to convey my sincere gratitude to them for not only keeping us safe but also helping the economy move forward.

On our part, we launched several health and wellness programs for our employees. In particular, we offered COVID-19 related care for our employees like Medclaim policy to assist them in case of medical emergency.

Working closely with government authorities, we launched COVID-19 vaccination centers in our campuses for eligible employees. For those employees working from our physical offices, we have established a safe work environment and protocols for testing and quarantine. I am also hopeful that if each one of us acts in a responsible manner, we would be able to put this hardship behind us and look towards brighter, healthier and safer days ahead.

Due to the COVID-19 Pandemic, our Company has also suffered in terms of production and revenue during the FY 2020-21. After the imposition of several restrictions by the Central and State Governments to curb the COVID-19 virus, Company had to temporarily suspend the manufacturing operations in the unit at Hisar for more than one month. Despite of various challenges during the unprecedented times in the history of the Company, your company was able to deliver a strong performance in terms of revenue and profitability growth.

EMPLOYEES

We were always of the belief that this was more a period of human tragedy rather than a business one. As a result, our number one priority was ensuring the safety and well-being of all our employees. We have offered COVID-19 related care for our employees and their families. Working closely with government authorities, we launched COVID-19 vaccination centers in our campuses for eligible employees. Company has rolled out a slew of measures including inter-alia Work from Home policy for its employees to ensure the safety and wellbeing of its employees.

OUR PERFORMANCE

During the FY 2020-21, your Company has shown a tremendous growth in terms of profitability despite of unprecedented crisis in the history of mankind due to company's robust functionality while dealing with its customers, vendors and various stakeholders. Company's market presence and strong customer base across the globe help us to grew during the crisis across the globe.

Total turnover of the Company has been increased by 17.60% as compared to corresponding previous financial year due to the increase in Sewing Thread production and Export Sales. The profitability of your Company has seen a tremendous growth by 434.50%, taking to the level of ₹ 343.50 Lakhs as compared to previous year of ₹ 64.28 Lakhs. EBITDA has increased by 69.05% as compared to corresponding previous year. Company has shown an impressive growth, both in terms of profitability and Return on Net Worth.

ENVIRONMENT

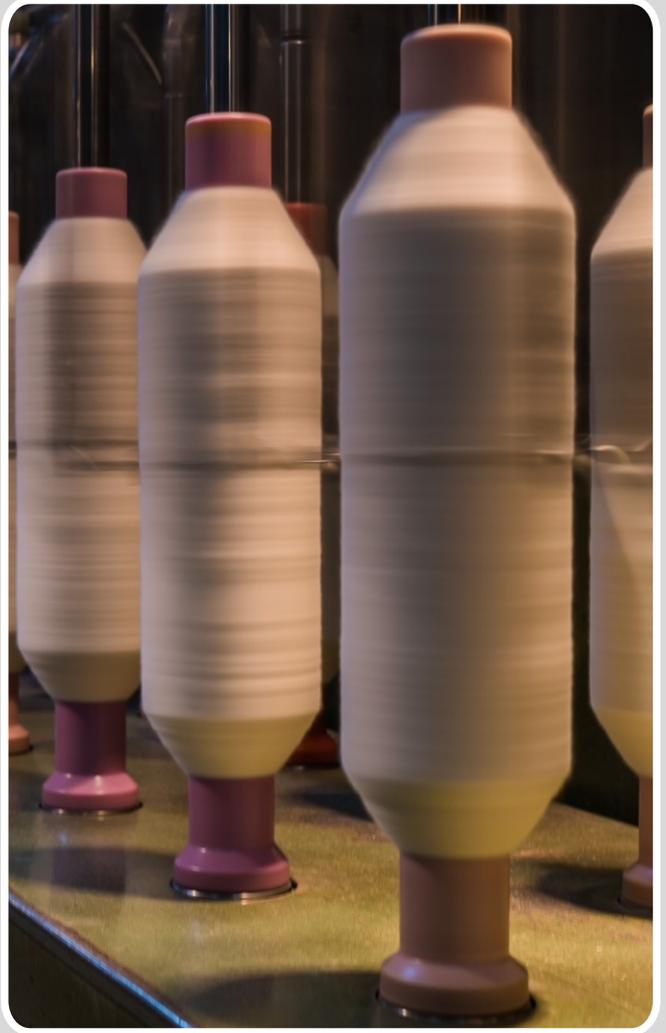
For several years, we have been focused on becoming a 'green' company and by constantly trying to reduce our carbon footprint by decreasing our energy consumption, water consumption and emission, among others. Energy conservation is an ongoing process in our organization. Continuous monitoring, planning, development and modifications for energy conservation are done at the plant.

WAY FORWARD

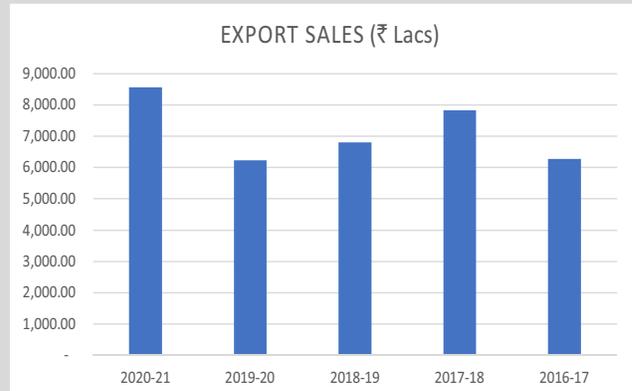
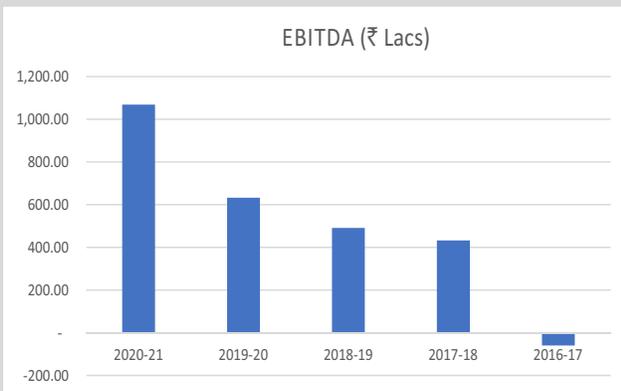
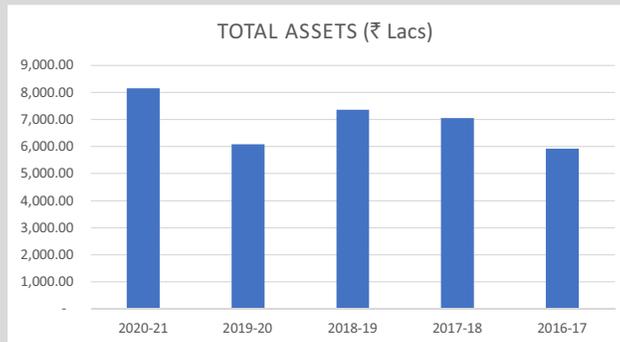
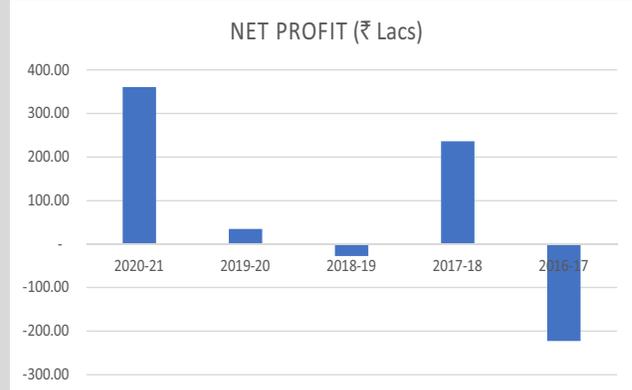
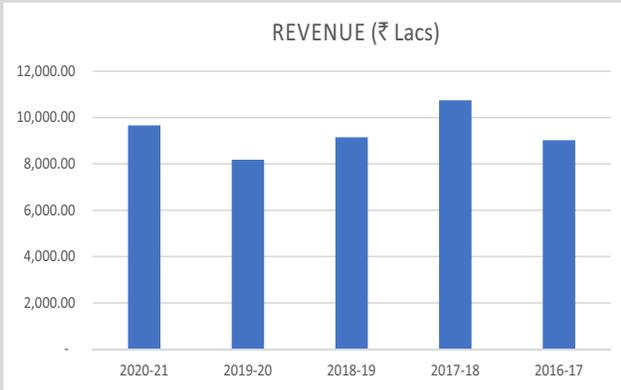
As we look at navigating the business forward in the new financial year, uncertainties have resurfaced with the emergence of a strong, second wave of the COVID-19 pandemic. The situation has also worsened in many of our international markets, with infection numbers surpassing previous peaks. While governments are keen to accelerate vaccination, only an effective drive covering a large proportion of the population, will help us contain this spread.

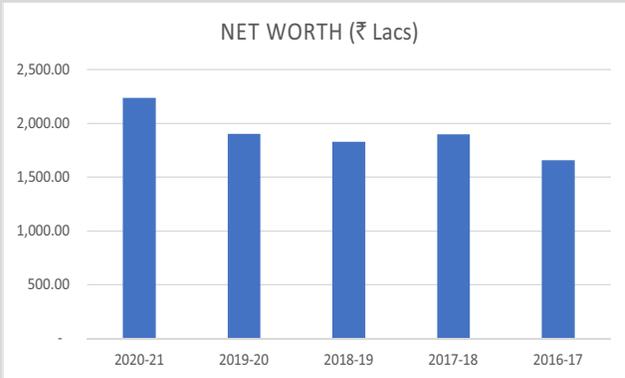
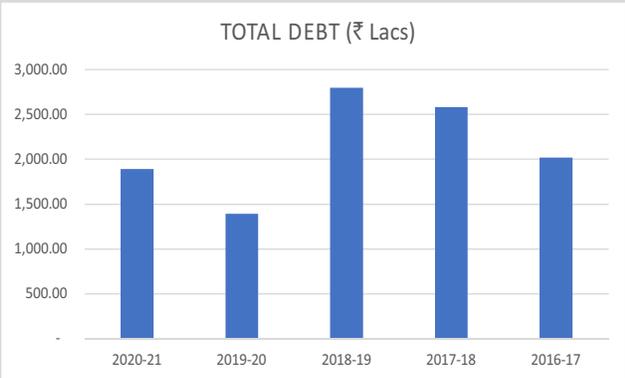
In the meantime, safety and well-being will remain our highest priority. We will focus on addressing business challenges with agility, working closely with our business partners and stakeholders. I am confident that with the guidance of our experienced Board, dynamic leadership of the management team, and the commitment of our employees, we will not just overcome the challenges but convert these very challenges into opportunities to move to an even higher trajectory of sustainable growth.

WARM REGARDS
Kailash Kumar Agarwal
Chairman & Managing Director

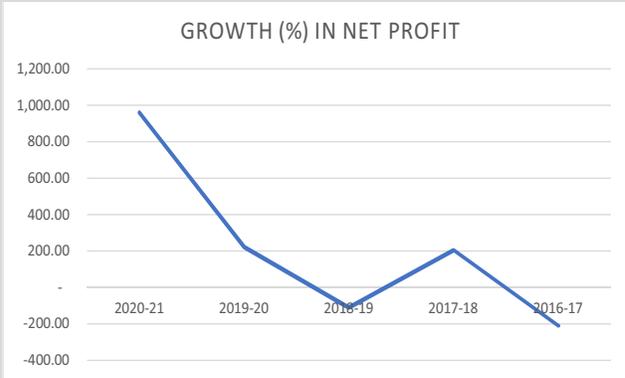


KEY PERFORMANCE INDICATORS





GROWTH INDICATORS



H.P. COTTON TEXTILE MILLS LIMITED

CIN: L18101HR1981PLC012274 | **ISIN:** INE950C01014 | **BSE SCRIP CODE:** 502873

Registered Office: 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044

E-mail: info@hpthreads.com | **Tel:** +91 11 41540471/72/73 | **Website:** www.hpthreads.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth (**40th**) Annual General Meeting of the Members of H.P. Cotton Textile Mills Limited will be held on **Friday, the 24th day of September, 2021 at 12 Noon** IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) on account of outbreak of COVID-19 (Coronavirus) Pandemic and in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor’s thereon.
2. To appoint a Director in place of Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible, seeks re-appointment.

By Order of the Board of Directors

Sd/-

Shubham Jain

Membership Number: A49541

Company Secretary & Compliance Officer

New Delhi, August 03, 2021

Registered office:

15th K.M. Stone, Delhi Road,

V.P.O. Mayar, Hisar – 125044

Email id: cs@hpthreads.com

Website: www.hpthreads.com

Tel: +91 11 41540471/72/73

NOTES:

1. In view of the continuing COVID-19 global pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the “**Circulars**”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/ Other Audio Visual Means, without mandating the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

3. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM'/ 'the meeting') is also annexed as **Annexure-A**.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Company is pleased to provide two-way VC facility through VC / OAVM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on Cut-off Date of **September 17, 2021**.
11. The Register of Members and the Share Transfer Books of the Company shall remain closed from closed from **September 18, 2021 to September 24, 2021** (both days inclusive).
12. Institutional/Corporate members (i.e. other than individuals/HUF, NRI etc) are required to send a scanned copy (PDF/ JPEG format) of its Board or Governing Body resolution/authorisation etc authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting pursuant to section 113 of the Act. The said resolution/authorisation shall be sent to the Company via email through its registered email address at cs@hpthreads.com with a copy to siroyam@gmail.com.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

13. In compliance with the Circulars, owing to the difficulties involved in dispatching of physical copies, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
14. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.hpthreads.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
15. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2020-21 will also be available on the Company's website www.hpthreads.com.

- 16.** For receiving all communication (including Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and Complete Address along with self-attested copy of PAN card to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited at rta@alankit.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant

17. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **September 21, 2021 at 9.00 A.M. and ends on September 23, 2021 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 17, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification

Type of Shareholders	Login Method
Individual (holding securities in demat mode) login through their Depository Participants	<p>Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding in Demat mode with NSDL securities	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of H.P. COTTON TEXTILE MILLS LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hpthreads.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- a) **For Physical Shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) at rta@alankit.com.
- b) **For Demat Shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) at rta@alankit.com.

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

18. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
19. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
20. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
21. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
22. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. September 17, 2021, he/she may write to the CDSL on the E-mail ID: helpdesk.evoting@cDSLindia.com. However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

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

23. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
24. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
25. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

27. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hpthreads.com. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
29. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
30. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hpthreads.com. These queries will be replied to by the company suitably by email.

GENERAL INFORMATION FOR SHAREHOLDERS

31. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
32. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
33. The Board of Directors of the Company has appointed Mr. Mukesh Siroya (Membership No. F5682; CoP No. 4157) Proprietor of M/s. M Siroya and Company, Practicing Company Secretaries or failing him Ms. Bhavyata Acharya (Membership No. A25734; CoP No. 21758), Practicing Company Secretary, as Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
34. The voting results declared along with the report of the scrutinizer shall be placed on the Company’s website and communicated to the Stock exchange immediately after the declaration of result by the Chairman or a person authorised by him in writing.
35. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent, Alankit Assignments Ltd. (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
36. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@hpthreads.com.
37. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
38. Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (‘IEPF’).

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.
39. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company’s website <http://www.hpthreads.com/corporate->

information.php. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

40. The Members are requested to claim their unclaimed/unpaid dividend by sending an email to cs@hpthreads.com or info@alankit.com, well within the permissible time period.

Due dates for transfer of unclaimed/unpaid dividends for the financial year 2013-14 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
March 31, 2014	September 26, 2014	October 25, 2021
March 31, 2015	September 24, 2015	October 23, 2022
March 31, 2016	September 23, 2016	October 22, 2023
March 31, 2018	September 22, 2018	October 21, 2025

41. In light of the aforesaid provisions, the Company has, during the year under review, transferred to IEPF the unclaimed dividends outstanding for seven consecutive years of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the FY 2020-21 are as follows:

Financial Year	Amount of unclaimed dividend	Number of shares transferred transferred (in Rs.)
March 31, 2013	142,436	82,375

42. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in and sending a copy of the same, duly signed to the Company at cs@hpthreads.com, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
43. As per Regulation 40 of the Listing Regulations and notification issued by SEBI in this regard, the securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. In case any clarification is needed in that regard, Members can contact the Company's RTA.
44. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, e-mail address, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members.
- In case of members holding shares in physical form, such information is required to be provided to the Company's RTA.
45. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
- The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
 - Any change in their residential status on return to India for permanent settlement.
46. 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 mode are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.

- 47.** In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

Details of the Directors retiring by rotation/ appointment / re-appointment at the Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Mrs. Ritu Bansal
Directors Identification Number (DIN)	03619069
Date of Birth	09-05-1975
Age	46 years
Nationality	Indian
Qualification	B.Com (Hons.) from Delhi University, Fellow Member of Institute of Chartered Accountants of India and Member of Institute of Company Secretaries of India.
Brief Profile	She holds a Bachelor Degree in Commerce (Hons.) from Delhi University and also a fellow member of The Institute of Chartered Accountants of India (ICAI) with more than 21 years of experience in taxation and auditing. She also holds Certificate in Forensic Accounting & Fraud Detection (FAFD), Certificate in Concurrent Audit and Diploma in Information System Audit (DISA) issued by ICAI. She is also a member of The Institute of Company Secretaries of India. She holds the directorship in HP Cotton from more than 6 years. Currently, she holds the Directorship as a Non-Executive Non-Independent Director.
Terms and conditions of appointment and re-appointment	Liable to Retire by Rotation
Expertise in Specific Area	She has more than 21 years' experience in taxation and auditing.
Date of first appointment on the Board of the Company	29.05.2015
Directorship in other limited companies (excluding HP Cotton Textile Mills Limited)	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Membership/Chairmanship of committee of Directors of other companies	Nil
No. of Share held as on 31-03-2021	Nil
Number of Meetings of the Board attended during the financial year 2020-21	6(Six)

Remuneration last drawn (FY 2020-21) (including sitting fees, if any)	2.30 Lacs
Details of remuneration sought to be paid	As per existing approved terms and conditions

By Order of the Board of Directors

Sd/-

Shubham Jain

Membership Number: A49541
Company Secretary & Compliance Officer

New Delhi, August 03, 2021

Registered office:

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

MANAGEMENT DISCUSSION AND ANALYSIS

I. OVERVIEW

The objective of this report is to convey the Management's perspective on the external environment and textile industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the financial year 2020-21.

II. COMPANY SYNOPSIS

HP Cotton Textile Mills Limited ('HP Cotton') was established in 1981, as a part of Dora Group, a leading textile group of India. The Company is presently specialized in manufacturing and is one of largest exporters of Cotton Sewing Threads and Specialty Yarns from India, having a global presence in more than 40 countries worldwide.

Our strategic objective is to operate a sustainable business and organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees, generating profitable growth for our investors and contributing to the communities and environment that we operate in.

III. ECONOMY REVIEW

Global Economy

FY 2020-21 has been an unprecedented year in modern times, with the COVID-19 pandemic impacting human life extensively across the globe. Its impact on the economic front, too, has been significant. The slowdown across economies witnessed in 2019 exacerbated further in 2020 by the shock delivered by the pandemic. As a result, the global GDP is believed to have contracted by -3.3% in 2020, with all major economies moving into negative territory. The response by policy makers prevented a collapse that would have been at least three times worse, and the medium-term losses for the global economy are expected to be smaller than the global financial crisis.

While China is forecasted to continue its rapid growth in 2021, Latin America and the Eurozone is expected to lag behind. US saw overall GDP decline of 3.5%. India's economy rebounded quickly from one of the world's longest and most stringent lockdowns, which also came with steepest fall in GDP in Q2. Real GDP grew by 0.4% in Q3FY2021 after a contraction in the previous two quarters. Real GDP is estimated to have contracted by -8% in FY 2020-21.

Indian Economy

India witnessed a gradual resumption of economic activity from Q2FY2021. The initial recovery was driven by government spending on infrastructure, exports and rural economy. The recovery gained momentum since August 2020 with pickup in consumption demand driven by festive buying and return of urban consumption. However, the growth projections for FY 2021-22 have been revised to be below 11% due to the acute resurgence of the virus in the country, as many cities and states went into lockdown. While the growth will depend upon the trajectory of the pandemic, the overall impact on the economy is expected to be less severe than last year.

India is expected to witness a full economic recovery in H2FY2022 driven by (a) ongoing vaccination supporting the current recovery momentum; (b) restart of investment cycle with significant spending on infrastructure and (c) continued recovery in consumption supported by urban demand, accentuated by work-from-home and preferences for personal mobility along with rising rural income and affordability. However, normal growth levels would be seen in FY 2022-23 only, provided no further economic disruption occurs and success of the ongoing vaccination drive.

IV. INDUSTRY REVIEW

Global Textile Industry

The COVID-19 pandemic has impacted each and every business in some way or the other, the global textile industry has been drastically impacted. Asia, being one of the largest markets for textile industry in the world has suffered due to sudden drop in international demand for their products coupled with prolonged lockdowns and restrictions in majority of Asian countries. Shortage of cotton and other raw materials and several supply chain disruptions have worsened the situation globally. It is estimated that exports to major buying regions in the European Union, United

States, and Japan might decline by approx. 70%. The key markets in the textile industry are China, European Union, the United States and India, all of which were affected due to the COVID-19 pandemic.

Indian Textile Industry

Indian domestic Textile and Apparel (T&A) market is estimated at US\$ 75 billion in 2020-21. The market fell 30% from US\$ 106 billion in 2019-20. The market is expected to recover and grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. Apparel constitutes 73% share of the total T&A market in India.

India's T&A exports reached US\$ 33.5 billion in 2019-20. Due to the impact of Covid-19, India's T&A exports are expected to fall around 15% to reach US\$ 28.4 billion in 2020-21. India's exports of T&A are expected to grow to US\$ 65 billion by 2025-26, growing at a CAGR of 11%.

IMPACT OF COVID-19

- **Manufacturing:** The pandemic-induced lockdown resulted in all manufacturing activities coming to a standstill, barring few manufacturers who were involved in the production of PPEs
- **Logistics:** The lockdown caused significant disruptions in logistics and external trade, which resulted in a significant decline in net trade compared to the previous years
- **Bulk cancellation:** There was mass cancellation of orders from international, as well as domestic buyers, due to the uncertain scenario
- **Changing trend:** There was a significant increase in e-commerce sales of goods and innerwear. Based on the e-commerce statistics, the demand for casual wear was significantly higher than that of formals, which could be attributed to the nationwide adoption of the work-from-home model
- **Decline in physical sales:** The lockdown restrictions imposed by the Government, resulted in a slump in physical retail sales for a period of 4-5 months.

However, the quick roll-out of vaccines is the set Indian economy on its path towards normalcy and is projected to improve consumer sentiment over the foreseeable future. This, coupled with the improvement of global trade and the Government's push for 'Atmanirbhar Bharat' will drive the growth of the Indian textiles and apparel industry. (Source: Wazir Advisors)

V. BUSINESS REVIEW

HP Cotton operates in only one segment i.e. manufacturing of Threads. Company deals in production of two types of threads i.e. Sewing Threads and Hosiery Yarn.

As compare to previous year, despite the total production declining by 9.33% over the last year's production, the total turnover of the Company has been increased by 17.60% as compared to corresponding previous financial year due to an increased focus and success in the value-added export segment which is reflected by increase in the Sewing Thread production by 21.63%, and export sales value by 37.53%.

The profitability of your Company has seen a tremendous growth by 434.50%, taking to the level of ₹ 343.50 Lakhs as compared to previous year of ₹ 64.28 Lakhs, again due to high realization on account of the enhanced focus on value added export segment.

PRODUCTION

During the FY 2020-21, The production of Sewing Threads was increased by 21.63% over previous year taking to 12,72,954 kg as compared to the previous year level of 10,46,554 kg.

During the FY 2020-21, the production of Hosiery yarn declined by 98.71% over previous year taking to 4,674 kg as compared to the previous year level of 3,62,590 kg.

(in Kg)

Financial Year	Sewing Thread	Hosiery Yarn	Total
2020-21	12,72,954	4,674	12,77,628
2019-20	10,46,554	3,62,590	14,09,144
2018-19	12,19,618	4,81,713	17,01,331

PRODUCT SALES

Sale of Sewing Threads during the FY 2020-21 was also increased by 27.60% over previous year taking to ₹ 9,047.05 Lakhs as compared to the previous year level of ₹ 7,089.84 Lakhs

Sale of Hosiery yarn during the FY 2020-21 was declined by 93.73% over previous year taking to ₹ 39.90 Lakhs as compared to the previous year level of ₹ 637.21 Lakhs.

(₹ in Lakhs)

Financial Year	Domestic	Export	Total
2020-21	530.53	8,556.42	9,086.95
2019-20	1,505.89	6,221.26	7,727.15
2018-19	1,737.31	6,792.41	8,529.72

VI. IMPACT OF COVID-19 ON THE COMPANY

Due to lockdown and restrictions imposed by the Government Authorities to curb the spread of COVID-19 virus, the Company had to temporarily suspend the manufacturing operations in the unit at Hisar which led to an unprecedented loss of production by more than one month, directly impacting company's topline.

However, despite the loss of production and sales due to a government induced lockdown, and the other operational challenges faced by the company during the pandemic, the company was able to deliver a strong performance in terms of revenue and profitability growth, due to sustainable business model of the company, coupled with the managements efficient risk management strategy, and were able to convert the threat into an opportunity, reflected by the company's annual performance.

Response to the COVID-19 Pandemic

In responding to this crisis, our primary objective has been to ensure the safety of our employees, to deliver our client commitments, and put in place mechanisms to protect the financial wellbeing of the Company, and protect its long-term prospects.

During the year, we launched several health and wellness programs for our employees. In particular, we offered COVID-19 related care for our employees and their families. Working closely with government authorities, we launched COVID-19 vaccination centers in our campuses for eligible employees. For those employees working from our physical offices, we have established a safe work environment and protocols for testing and quarantine. Keeping in mind the safety and well-being of its employees as top priority, Company has rolled out a slew of measures including inter-alia Work from Home policy for its employees to ensure the safety and wellbeing of its employees and taking all necessary measures against the spread of the COVID-19 as advised by the Governments.

VII. RISKS MANAGEMENT STRATEGY

HP Cotton has laid out a risk management strategy, with the objective of operating a sustainable business and protecting the company against the risks it is exposed to; in the business environment it operates in.

Some of the key risks that the Company is exposed to are as follows:

- Geographic or Global Economic slowdown
- Change in the policies of the Central/State Government
- Volatility in Raw Materials and other inputs
- Currency fluctuations
- Cyber
- Compliance Risk

The Company has been able to define, measure, control and mitigate the identified risks, as explained in detail below

Company's Strategy

1. Company is able to effectively mitigate any risks arising out of economic slowdown in a specific geography due to its well diversified geographic presence, and a loyal customer base, and thereby not being dependent on specific geographies and customers
2. Company's business model, is not dependent or driven by the policies of the Central & State Governments, and operates in an environment significantly independent and non-reliant on government policy, as the company derives most of its revenue from export sales, and the balance from Industrial and Consumer domestic segments. The only risk would be operational risks, associated generally with all the industries operating in the specific geography.
3. Due to an integrated nature of company's operations, capturing the maximum value addition in the value chain it operates in, the company's business model has tremendous ability to absorb the volatility in Raw Material and other inputs, thereby mitigating risks associated with volatility and cyclical textile industry.
4. Considering the fact that the business is slowly moving into digital space and work from home being a norm, the Company is monitoring these information security related risks on an ongoing basis and taking measures to mitigate them by having an effective IT Controls Policy.
5. Changes in the regulatory environment are identified at the onset and their likely impact on the Company is evaluated well in advance to avoid any non-compliances

The Company continues to be vigilant of the evolving situation to proactively manage risks, as they may emerge. The continuity of our business operations, continues to be the top-most priority for the Company.

VIII. INFORMATION TECHNOLOGY (IT)

HP Cotton has always been forward looking in terms of adopting digital for leveraging business benefits. The investments in digital helped us to be better prepared for times like the pandemic. The same enabled the transition to remote working for employees and partners in a secure manner. The IT systems were scaled up in quick time to allow businesses to digitally collaborate and run operations.

IX. HUMAN RESOURCES

Human resource has always been one of the most valued stakeholders and a key differentiator for HP Cotton. To enable the organization to attain its full potential, it is imperative for us to create and maintain an ideal work culture thus creating an engaged and skilled workforce capable of delivering on the commitments to our stakeholders and in the process, making us 'Future Ready'- structurally, financially and culturally.

HP Cotton always considers its people as its biggest strength and assets and has consistently invested in creating a work environment that empowers people to explore their potentials and raise the bar constantly.

We are committed to remaining among the industries leading's Employers. Our Industrial relations continued to be cordial and satisfactory. Company has enjoyed cordial relationship with workers and employees at all levels. At HP Cotton, it has been an endeavour to help people build long-term careers. The number of permanent employees on the rolls of the Company as on March 31, 2021 was 1,186.

X. FINANCIAL REVIEW

HP Cotton reported a healthy financial performance in FY 2021. Company has shown an impressive growth, both in terms of profitability and Return on Net Worth.

The total income for FY 2021 has grown by 17.03% as compared to corresponding previous year. The total expenditure, including depreciation for FY 2021, increased by 11%. Operating Margin stood at 8.25% for FY 2021 as against to 4.54% of corresponding previous year. EBITDA has increased by 69.05% as compared to corresponding previous year. The Profit After Tax margin for FY 2021 improved by 807.31% to 3.72% as against 0.41% in the previous year.

Key Financial Parameters and Ratios

S. No.	Key Ratios	Units	FY 2021	FY 2020	YOY percent
1.	Debtors Turnover Ratio	Times	9.71	12.22	(20.54) %
2.	Creditors Turnover Ratio	Times	1.75	2.37	(26.16) %
3.	Inventory Turnover Ratio	Times	3.90	3.53	10.48 %
4.	Current Ratio	Times	1.06	0.94	12.76 %
5.	Interest Coverage Ratio	Times	5.43	2.11	157.34 %
6.	Debt-Equity Ratio	Times	0.21	0.04	425.00 %
7.	Operating Profit Margin	%	9.70	6.86	41.40 %
8.	Net Profit Margin	%	3.56	0.84	323.81 %
9.	Return on Net Worth	%	15.38	3.60	327.22 %

Explanation of Ratios:

1) Debtors Turnover

Debtors Turnover Ratio is calculated to quantify a company's effectiveness in collecting its receivables from its customers. It is calculated by dividing turnover by average trade receivables.

2) Creditors Turnover Ratio

Creditors Turnover Ratio is calculated to quantify the rate at which a company pays off its suppliers. It is calculated by dividing Net Credit Purchases by Average Trade Payable.

3) Inventory Turnover

Inventory Turnover Ratio quantifies the number of times a company sells and replaces its inventory during the financial year. It is calculated by dividing the Cost of Goods Sold (COGS) by average inventory.

4) Current Ratio

Current Ratio is a liquidity ratio that measures a company's ability to pay its short-term obligations. It is calculated by dividing the current assets by the current liabilities.

5) Interest Coverage

Interest Coverage Ratio is used to determine a company's ability to pay their interest expenses on outstanding debt. It is calculated by dividing a company's earnings before interest and taxes (EBIT) by the company's interest expenses for the same period.

6) Debt-Equity

Debt-Equity Ratio is used to measure the degree to which a company is financing its operations through debt versus wholly-owned funds. It is calculated by dividing a company's total liabilities by its shareholder equity.

7) Operating Profit Margin

Operating Profit Margin is a profitability ratio used to calculate the percentage of profit a company earns from its operations. It is calculated by dividing the Earnings Before Interest and Tax (EBIT) by turnover.

8) Net Profit Margin

The Net Profit Margin is equal to how much net income or profit is generated as a percentage of revenue from operations. It is calculated by dividing the profit for the year by revenue from operations.

9) Return on Net Worth

Return on Net Worth is a measure of profitability of a company expressed in percentage. It is calculated by dividing profit for the year by average net worth during the year.

XI. INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has adequate Internal Control systems in all areas of operations commensurate with the size of the operation. Your Company has an adequate and effective internal control system to ensure that assets and interests of the Company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The scope and authority of internal audit function is defined in the internal audit manual.

The internal controls have been developed and implemented at each business process level across the Company. Checks & balances and control systems have been established to ensure that assets are safeguarded, utilized with proper authorization and recorded in the books of account. There is a proper definition of roles and responsibilities across the organization to ensure information flow and monitoring. Internal audits are conducted periodically by independent Chartered Accountant. The Audit Committee comprising of independent directors actively reviews the adequacy and effectiveness of internal controls, internal audit systems and advises improvements as may be required. Post audit follow-ups are carried out to ensure identified risks are addressed and recommendations of the Audit Committee are implemented. The Company has established and maintained adequate and effective internal Financial controls over Financial reporting in accordance with the framework, which includes policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable Financial information.

The Internal Control system is improved and modified continuously to meet the changes in business Conditions, statutory and accounting requirements. The Audit Committee of the Board of Directors, Statutory Auditors and the business heads are periodically appraised of the internal audit findings and the corrective actions taken. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal controls systems and suggests improvements for strengthening them.

XII. OUTLOOK

The rollout of the vaccination drive across the major economies, including India, in the last quarter of FY 2020-21 has accorded a much-needed boost to sentiments around a sustained recovery of economic activity across the globe. Almost all major central banks have pledged to continue an accommodative monetary stance to reinforce the economic green shoots. Coupled with the base-effect, economic growth is expected to bounce back strongly in the year 2022 on the global as well as the domestic front. Going forward, capacity utilization in textile industry is expected to sustain at better levels in FY22.

Emerging market and developing economies may take until 2023 to recover to the pre-pandemic level. Divergent recovery paths are likely to create wider gaps in living standards across countries compared to pre-pandemic expectations.

We believe our strength give us the competitive advantage to position ourselves as the global Textile Industry. We have long standing relationship with our clients and our track records in delivering high quality product across the entire Textile industry help us to solidify these relationships and gain increased business from existing clients. The customer base of the Company spread across many countries and regions which reduces dependability on specific country and regions.

XIII. CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis Report describing the projections, estimates, expectations may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations includes, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the Fortieth (40th) Annual Report together with the Company's audited financial statements and the auditors' report thereon for the financial year ended March 31, 2021.

FINANCIAL HIGHLIGHTS

A summary of the Company's financial performance in FY ended March 31, 2021 is as follows:

(₹ in lakhs)

Particulars	March 31, 2021	March 31, 2020
Revenue from operations (net)	9,657.08	8,175.13
Add: Other Income	131.61	187.96
Total Income	9,788.69	8,363.09
Profit/(Loss) before Finance Cost, Depreciation & Amortisation, Exceptional items & Tax Expense	1,068.58	632.08
Less: Finance Cost	248.86	333.61
Less: Depreciation and Amortisation Expense	271.21	260.31
Profit before exceptional items & tax Expense	548.51	38.16
Less: Exceptional items	-	-
Profit/(Loss) before Tax Expense	548.51	38.16
Less: Taxation Expense	188.75	4.23
Profit/(Loss) for the year	359.76	33.93
Other Comprehensive Income/(Loss)	(15.65)	30.35
Total Comprehensive Income/(Loss) for the year	344.11	64.28
Earnings per Share (₹)		
-Basic	9.46	0.90
-Diluted	9.46	0.90

PRODUCTION AND SALES PERFORMANCE

- **Sewing Threads**

The production of Sewing Threads was increased by 21.63% over previous year taking to 12,72,954 kg as compared to the previous year level of 10,46,554 kg. Further, the product turnover was also increased by 27.60% over previous year taking to ₹ 9,047.05 Lakhs as compared to the previous year level of ₹ 7,089.84 Lakhs.

- **Hosiery Yarn**

The production of Hosiery Yarn was decreased by 98.71% over previous year taking to 4,674 kg as compared to the previous year level of 3,62,590 kg. Further, the product turnover was also decreased by 93.73% over previous year taking to ₹ 39.90 Lakhs as compared to the previous year level of ₹ 637.21 Lakhs.

During the year, your Company has achieved a total turnover of ₹ 9657.08 Lakhs as against ₹ 8175.12 Lakhs during the corresponding previous financial year. The exports of the Company grew by 38.07 % over previous year taking total exports to ₹ 8465.87 Lakhs from ₹ 6131.18 Lakhs.

PROFITABILITY

The Company earned a profit before interest, depreciation and tax for the year under review was ₹ 1068.06 Lakhs as compared to ₹ 632.07 Lakhs in previous year. After providing for depreciation of ₹ 271.21 Lakhs (Previous Year ₹ 260.31 Lakhs), finance cost of ₹ 248.87 Lakhs (Previous Year ₹ 333.61 Lakhs), tax expense of ₹ 188.75 Lakhs (Previous Year ₹ 4.23 Lakhs), the net profit from operations after comprehensive income worked out to ₹ 344.58 Lakhs as compared to ₹ 64.28 Lakhs in the previous year.

IMPACT OF COVID-19 ON COMPANY'S PERFORMANCE

The Company had temporarily closed its manufacturing operations at Hisar in the State of Haryana and offices located at different places in India in the end of FY20. The temporarily suspension of manufacturing operations of the Company at Hisar resulted in the decline of the production and revenue in Q4FY20. The Company was able to seek special permission from the concerned authorities to re-start its operations partially in April 2020 and to normal levels by mid-May after fulfilment of imposed conditions as per the permission received from the Concerned Authorities to restart the operations.

The Company has made significant efforts to boost the production and revenue. As a consequence of this the Company's manufacturing plant at Hisar in the month of June 2020 was operating at pre-lockdown capacity, as it was operating in March 2020, before the lockdown restrictions for COVID-19 emergency came into force, keeping the safety and well-being of our employees as top priority and operating as per a strict SOP, in line with the directions/guidelines issued by the Central/State Governments.

Now, the Company has already achieved pre-COVID levels of production and has recorded better performance despite COVID-19 restrictions and production loss compared to previous financial year.

Presently, the management does not foresee any material/significant impact on the Company's operations. The Company is continuously monitoring the situation and impact of COVID-19 pandemic on the Company.

RESOURCE UTILISATION

1. Fixed Assets:

The Net Block as at March 31, 2021 was ₹ 2,079.97 Lakhs as compared to ₹ 2,001 Lakhs in the previous year.

2. Current Assets:

The current assets as at March 31, 2021 were ₹ 5,576.75 Lakhs as against ₹ 3,596.45 Lakhs in the previous year.

RESERVES

Total reserves and surplus of the Company has been increased to ₹ 1,853.08 Lakhs on March 31, 2021 as against ₹ 1,519.13 Lakhs on March 31, 2020.

DIVIDEND

The Board has not recommended any Dividend for the current financial year in view of inadequate profits for the Financial Year ended on March 31, 2021.

SHARE CAPITAL

The Authorised Share Capital of the Company as on March 31, 2021, remains unchanged at ₹4,25,00,000 divided into 42,50,000 Equity Shares of ₹10 each and Paid up Share Capital of ₹3,81,00,000 divided into 38,10,000 Equity Shares of ₹10 each.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, in terms of Regulation 34 of the Listing Regulations is presented in a separate Section, forming integral part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

On the recommendation of Nomination and Remuneration Committee and with due consent of Mrs. Ritu Bansal, the Board of Directors at its meeting held on September 01, 2020, changed the designation of Mrs. Ritu Bansal (DIN: 03619069) from Independent Director to Additional Director (Non-Executive) w.e.f. September 02, 2020. Further, in terms of Section 152 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board has, on the recommendation of the Nomination and Remuneration Committee, proposed to the Shareholders for the appointment of Mrs. Ritu Bansal as a Non-Executive Director of the Company, liable to retire by rotation. Thereafter, the members of the Company had duly approved the appointment of Mrs. Ritu Bansal (DIN: 03619069) as a Non-Executive Director in the 39th Annual General Meeting held on September 29, 2020, liable to retire by rotation.

Key Managerial Personnel (KMP)

In compliance with provisions of Section 203 of the Companies Act, 2013, following are the KMPs of the Company as on March 31, 2021:

S. No.	Name	Designation
1.	Kailash Kumar Agarwal	Chairman and Managing Director
2.	RaghavKumar Agarwal	Whole-Time Director, Chief Executive Officer & CFO
3.	Shubham Jain	Company Secretary

Retire by Rotation

In accordance with the provisions of Section 152 of the Act and Articles of Association of the Company, Mr. Ritu Bansal (DIN 03619069), Non-Executive Director of the Company, retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers herself for reappointment. The Board recommends her appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

A brief profile, expertise of Director and other details as required under the Act, Secretarial Standard-2 and Listing Regulations relating to the director proposed to be re-appointed is annexed to the notice convening the AGM.

Declaration by Independent directors under section 149(7)

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year under review.

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (Two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

Mr. Parshottam Dass Agarwal and Mr. Mohan Lal Jain, Independent Directors of the Company meets the criteria specified for exemption and hence both the Independent Directors are not required to undergo the online proficiency self-assessment test as conducted by IICA.

In the opinion of the Board, the independent directors possess the requisite integrity, experience, expertise and proficiency required under all applicable laws and the policies of the Company.

BOARD MEETINGS

During the year under review, six (6) Board Meetings were held on July 06, 2020, September 01, 2020, September 12, 2020, November 04, 2020, February 13, 2021 and March 25, 2021. The intervening gap between two Board Meetings was less than the maximum period prescribed under the Act and Listing Regulations.

The details of composition of the Board and the attendance record of the Directors at the Board Meetings and AGM held during the financial year ended on March 31, 2021 is as under:

Name	Designation	Category	No. of meetings held during tenure	No. of Meetings Attended	Last AGM Attended
Kailash Kumar Agarwal	Chairman and Managing Director	Executive Director	6	6	Yes
Parshotam Dass Agarwal	Director	Non-Executive Independent Director	6	6	Yes
Mohan Lal Jain	Director	Non-Executive Independent Director	6	6	No
Ritu Bansal	Director	Non-Executive Director	6	6	Yes
RaghavKumar Agarwal	Whole-Time Director, CEO & CFO	Executive Director	6	6	Yes

AUDIT COMMITTEE

The Audit Committee ('AC') of the Company had been constituted and functions in accordance with provisions of Section 177 of the Act and Listing Regulations. The Company Secretary is acting as the Secretary to the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

Some of the key functions and responsibilities of the AC is enumerated as below:

- Reviewing the procedures of financial reporting
- Reviewing the quarterly, half yearly, annual financial results of the Company,
- Review the adequacy of internal audit function, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the Internal Auditor.
- Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.

In order to have optimum composition of the Board, the Management had requested Mrs. Ritu Bansal (DIN: 03619069) to consider change her capacity and designation from Independent Director to Non - Executive Director of the Company. With her due consent, the Board of Directors at its meeting held on September 01, 2020, changed her designation from Independent Director to Additional Director (Non-Executive) w.e.f. September 02, 2020.

In accordance with Section 177 of the Companies Act, 2013, Audit Committee shall consist of a minimum of three directors with independent directors forming a majority. Therefore, to comply with the provisions of the Companies Act, 2013, Mrs. Bansal has been relieved/ceased from the membership of Audit Committee w.e.f. September 02, 2020

During the year under review, six (6) AC Meetings were held on July 06, 2020, September 01, 2020, September 12, 2020, November 04, 2020, February 13, 2021 and March 25, 2021.

The details of composition of the Committee and the attendance record of the Directors at the AC Meetings held during the financial year ended on March 31, 2021 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	6	6
Kailash Kumar Agarwal	Member	Executive Director	6	6
Mohan Lal Jain	Member	Non-Executive Independent Director	6	6
Ritu Bansal*	Member	Non-Executive Director	2	2

*Ceased to be a Member w.e.f. September 02, 2020

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ('NRC') of the Company had been constituted and functions in accordance with provisions of Section 178 of the Act and Listing Regulations. The Company Secretary is acting as the Secretary to the Nomination and Remuneration Committee.

Some of the key functions and responsibilities of the NRC is enumerated as below:

- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy relating to the remuneration for the directors, key managerial personnel (KMPs) and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Recommending to the Board whether to extend or continue the term of appointment of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

During the year under review, two (2) NRC Meetings were held on July 06, 2020 and September 01, 2020.

The details of composition of the Committee and the attendance record of the Directors at the Nomination & Remuneration Committee Meetings held during the financial year ended on March 31, 2021 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	2	2
Kailash Kumar Agarwal	Member	Executive Director	2	2
Mohan Lal Jain	Member	Non-Executive Independent Director	2	2
Ritu Bansal	Member	Non-Executive Director	2	2

Company's Policy relating to Directors appointment, payment of remuneration and discharge of their duties

The Nomination & Remuneration Committee of the Company has formulated the Nomination & Remuneration Policy on Director's appointment and remuneration which includes the criteria for determining qualifications, positive attributes, independence of a director and process of appointment and removal as well as components of remuneration of Director(s),

Key Managerial Personnel ('KMP') and Senior Management of the Company and other matters as provided under Section 178(3) of the Companies Act, 2013. During the year, there were no changes made in the Nomination & Remuneration Policy of Directors, Key Managerial Personnel ('KMP') and Senior Management of the Company. The Policy may be accessed on the Company's website at the Weblink: <http://hpthreads.com/corporate-information.php>.

PERFORMANCE EVALUATION AND ITS CRITERIA

In terms of the provisions of the Section 178(2) of the Act, the Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual directors, including the Chairman of the Board. A structured questionnaire was prepared and circulated to the Directors for each of the evaluation.

Performance of the Board was evaluated by each Director on the parameters such as Composition of Board, Vision and Strategy, Adequate representation of Independent Directors, Board Participation, Treasury Monitoring, Review of Business Risks and Frequency of Board Meetings, Compliances etc.

Board Committees were evaluated on the parameters such as Structure and Composition of Committees, Business Risks, Financial Reporting Process, effectiveness of Committees, effectiveness of communication by the Committee with the Board, Senior Management and Key Managerial Personnel etc.

Performance of the Chairman was evaluated on the parameters such as engagement in meetings, Conducting of Meetings, Leadership Skills, guiding on strategic issues, implementation of Board approved decisions, accessibility and informal contact with Board Members etc.

Directors were also evaluated individually by all other Directors (except the Director himself) on the parameters such as engagement in meetings, Knowledge of business, communication with other Board Members, participation in meetings etc.

Meeting of Independent Directors without the attendance of Non-Independent Directors and members of the management of the Company was held on March 21, 2021. The Independent Directors, inter-alia, evaluated performance of Non-Independent Directors, the Chairman of the Company and the Board as a whole for FY 2021. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Outcome of the evaluation was submitted to the Chairman of the Company. The Directors discussed and expressed their satisfaction with the entire evaluation process.

CORPORATE SOCIAL RESPONSIBILITY

During the financial year 2020-21, the provisions of Section 135 of the Act and rules made thereunder, regarding Corporate Social Responsibility ('CSR') are not attracted to the Company as the Company does not fall under the threshold limit of net worth of ₹ 500 crore or turnover of ₹ 1,000 crores or a net profit of ₹ 5 Crore during the financial year.

Subsequent to the approval of audited financial statements by the Board of Directors in their meeting held on June 09, 2021, the provisions of CSR shall be applicable on the Company for the financial year 2021-22 as the Company falls under the threshold limit of net worth of ₹ 500 crore or turnover of ₹ 1,000 crores or a net profit of ₹ 5 Crore during the financial year. In view of this, the Board of Directors has constituted a CSR Committee as per Section 135 and schedule VII of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules 2014 and defined the terms and reference of the Committee in its Board Meeting held on August 03, 2021.

The details of composition of the Corporate Social Responsibility Committee is as under:

Name	Designation in Committee	Category
Mr. Kailash Kumar Agarwal	Chairman	Executive Director
Mr. RaghavKumar Agarwal	Member	Executive Director
Mr. Mohan Lal Jain	Member	Non-Executive Independent Director

INTERNAL FINANCIAL CONTROLS

A well-established, independent, multi-disciplinary Internal Audit team operates in line with governance best practices. It reviews and reports to management and the Audit Committee about compliance with internal controls and the efficiency and effectiveness of operations as well as the key process risks.

The Company has in place adequate internal financial controls with reference to Financial Statements and such controls were operating effectively as at March 31, 2021. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations. During the year, such controls were tested and no reportable weaknesses in the design or operations were observed.

WEBLINK OF ANNUAL RETURN

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013, read with rule 12 of the Companies (Management and Administration) Rules, 2014, as amended vide MCA notification dated August 28, 2020, a copy of the Annual Return in Form MGT-7 is available on the link <https://www.hpthreads.com/corporate-information.php>.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure I** forming integral part of this report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year under review none of the employee drawing remuneration in excess of the limits set out in the said Rules.

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments made under the provisions of Section 186 of the Act have been disclosed in Note No. 4 to the Financial Statements forming integral part of the Annual Report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions are placed before the Audit Committee for review and approval. Wherever applicable, prior approval is obtained for related party transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length basis.

The Company had entered into certain related party transactions which were entered into at an arm's length basis however the same is not in the ordinary course of business and the Company has complied with all the applicable provisions of the Companies Act, 2013 and rules framed thereunder in respect of such transactions. Further, your Company has not entered into any arrangement / transaction with related parties which could be considered material in accordance with the Listing Regulations and accordingly, the disclosure of Related Party Transactions in Form AOC – 2 is not Applicable. However, names of Related Parties and details of transactions with them have been included in Notes to the financial statements provided in the Annual Report under Indian Accounting Standards 18.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditor

M/s Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration Number 001076N/N500013) were appointed as the Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of the 37th Annual General Meeting (AGM) held on 22nd September, 2018 until the conclusion of the 42nd AGM of the Company.

As required under the provisions of Section 139(1) and 141 of the Act, read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from the auditors to the effect that they are eligible to continue as Statutory Auditor of the Company.

The Auditors' Report read together with Annexure referred to in the Auditors' Report do not contain any qualification, reservation, adverse remark or disclaimers.

Cost Auditors

As per the provisions with the Rule 4(2) of the Companies (Cost Records and Audit) Rules, 2014, as amended thereto, textile companies shall get its Cost record audited in accordance with these rules if the overall annual turnover of the company from all its products and services during the immediately preceding financial year is ₹ 100 Crore or more and the aggregate turnover of the individual product or products or service or services for which cost record required to be maintained under Rule 3 is ₹ 35 Crore or more.

However, in accordance with the provisions with the Rule 4(3) of the Companies (Cost Records and Audit) Rules, 2014 as amended thereto, the requirement for Cost Audit under the Rules shall not apply to a company whose revenue from export, in foreign exchange, exceeds 75% of its total revenue or which is operating from a SEZ or which is engaged in generation of electricity for captive consumption through Captive Generating Plant.”

Your company's turnover is below ₹100 crore during the year under review and more than 75% of the Company's turnover is earned from exports in foreign exchange by the Company. Therefore, the Company is exempt from the said requirement of cost audit.

Therefore, Company has not appointed any Cost Auditor for auditing the cost records of the Company.

Secretarial Auditor

M/s Tarun Jain & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company by the Board of Directors of the Company in its meeting held on September 01, 2020 for the financial year 2020-21.

The Secretarial Audit Report for the financial year ended March 31, 2021 received from M/s Tarun Jain & Associates, Company Secretaries, Secretarial Auditors of the Company is annexed herewith as **Annexure II** forming integral part of this report.

The said report is self-explanatory and does not contain any qualification, reservation, adverse remark or disclaimers.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Your Company does not have any Subsidiaries, Associates and Joint Ventures.

MATERIAL CHANGES AFFECTING THE COMPANY

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments which can affect the financial position of the Company between the end of the financial year and the date of report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 is provided as follows and forms part of this report.

A) Conservation of Energy:

- i. Energy conservation is an ongoing process in our organisation. Continuous monitoring, planning, development and modifications for energy conservation are done at the plant. The Company continued efforts for improving energy efficiency through innovative measures to reduce wastage and optimize consumption.
- ii. As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
- iii. The Company has not incurred major capital investment on energy conservation equipments but focused on optimum utilisation of available resources.

B) Technology Absorption:

The Company is focused on developing in-house technology to develop new products besides striving to continually improve and absorb latest technology suitable to its product mix with an objective to achieve lower cost of production. Therefore, no technology absorption is required. The Company also constantly strives for maintenance and improvement in its equipment quality of its products and Research & Development activities are directed to achieve the aforesaid goal.

C) Foreign Exchange Earning and Out-Go:

(₹ in lakhs)

Particulars	2020-21	2019-20
Foreign Exchange earned (FOB value of exports)	8,465.87	6,131.18
Foreign Exchange used (CIF value of imports and expenditure in foreign currency)	238.09	55.80

Environment and pollution Control

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy is to conduct all operations in a manner to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible. The Company has taken drastic steps and measures in procuring and consuming eco-friendly sustainable dyes and chemicals for promoting eco-logically sustainable technologies and promoting recycling and re-use and the Company has reputed certification including OEKOTEX and GOTS to its credentials.

The Company has effectively come out with implementation of Zero Liquid Discharge Project ("ZLD") for effluent water management as per the guidelines issued by Haryana state pollution Control Board. It is used to eliminate the hard fluids and to purify the water slowly and steadily. This process is used to make the water drinkable, reusable or to recycle.

Quality Management System

The Company continues to lay emphasis on excellence in quality and services and certified ISO 9001:2008 QMS certification and is also committed to total customer satisfaction. The high quality of the Company products is reflected in the Company ability to export its product in quality conscious world markets. The company continues to be on a mission to provide customers with products that can match with international standards and will surpass their expectations.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors hereby confirm:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that they have selected such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made 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 of the Company for that period;
- that proper and sufficient care has been taken for the 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 fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

RISK MANAGEMENT

Risk mitigation continues to be a key area of concern for the Company, which has regularly invested in insuring itself against unforeseen risks. The Company's stocks and insurable assets like building, plant & machinery, computer equipment, office equipment, furniture & fixtures, lease hold improvements and upcoming projects have been adequately insured against major risks.

Pursuant to Section 134(3)(n) of Act and Listing Regulations, the Company has constituted a Risk Management Committee. The Board of Directors of the Company has also formulated Risk Management Policy in accordance with the Act and Listing Regulations. The aim of risk management policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.

The Risk Management policy may be accessed on the Company's website at the Weblink: <http://hpthreads.com/corporate-information.php>.

VIGIL MECHANISM

Your Company has adopted a Vigil Mechanism with a view to provide its employees an avenue to raise any sensitive concerns regarding any unethical behavior or wrongful conduct and to provide adequate safeguard for protection from any victimization.

In accordance with the provisions of Section 177(9) of the Act, every listed company shall establish a vigil mechanism for directors and employees to report genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct.

Accordingly, the Company has framed the policy to align the same with the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations and may be accessed on the Company's website at the Weblink: <http://hpthreads.com/corporate-information.php>.

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee and affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

PREVENTION OF SEXUAL HARASSMENT

The Company has adopted a policy on sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, there was no complaints filed or registered pursuant to this Act.

The Company has complied with the provisions relating to the constitution of Internal Committee (IC) under the POSH to redress complaints received regarding sexual harassment.

CORPORATE GOVERNANCE

In terms of provision of regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the Corporate Governance provisions as specified under regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to the Company as paid-up share capital of the Company is less than Rs. 10 crore and net-worth of the Company is less than Rs. 25 crores, as on the financial year ended on March 31, 2021. Hence Corporate Governance report does not form part of this Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

The code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in the business practices and in dealing with stakeholders.

The code also lays down that Board Members and Senior Managers of the Company shall ensure compliance with SEBI (Prohibition of Insider Trading) regulations, 2015 as also other regulations as may be applicable to them from time to time.

The Code may be accessed on the Company's website at the Weblink: <http://hpthreads.com/corporate-information.php>.

All the Boards Members and the Senior Management personnel have confirmed compliance with the Code for the Financial Year ended March 31, 2021. The declaration to this effect signed by CEO and Managing Director is annexed herewith as **Annexure III** forming integral part of this report.

OTHER STATUTORY DISCLOSURES

During the year under review:

1. No significant and material orders were passed by the Regulators/ Courts/ Tribunals which impact the going concern status and Company's operations in future.
2. No equity shares were issued with differential rights as to dividend, voting or otherwise.
3. No Sweat Equity shares were issued.
4. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
5. No deposits have been accepted by the Company from the public. The Company had no outstanding, unpaid or unclaimed public deposits at the beginning and end of FY 2020-21.
6. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries, as your company don't have any subsidiary company.
7. Maintenance of cost records under sub-section (1) of Section 148 of the Act is not applicable to the Company.
8. No Change in nature of Business of Company.
9. No fraud has been reported by the Statutory Auditors and Secretarial Auditors to the Audit Committee or the Board.
10. No Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

The Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

CAUTIONARY STATEMENT

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

ACKNOWLEDGEMENTS

The Directors thank the Company's customers, vendors, investors and academic partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India, Governments of various countries and concerned Government departments and agencies for their co-operation.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

The Directors appreciate and value the contribution made by all our employees and their families and the contribution made by every other member of the HP Cotton family, for making the Company what it is.

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman and Managing Director
DIN: 00063470

New Delhi
August 03, 2021

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
A. The ratio of the remuneration of each Director to the median remuneration of the employees and the performance of the Company for the year 2020-21:

S. No.	Name	Designation	% increase of remuneration in FY 2021 as compared to FY 2020	Ratio of Remuneration to Median Remuneration
EXECUTIVE DIRECTORS				
1.	Kailash Kumar Agarwal	Chairman & Managing Director	342.35	83.61
2.	RaghavKumar Agarwal	Executive Director, CEO & CFO	376.79	68.55
NON-EXECUTIVE DIRECTORS				
3.	Parshotam Dass Agarwal	Independent Director	245	3.55
4.	Mohan Lal Jain	Independent Director	331.25	3.55
5.	Ritu Bansal	Non-Executive Director	155.56	2.37
KEY MANAGERIAL PERSONNEL OTHER THAN EXECUTIVE DIRECTORS				
6.	Shubham Jain#	Company Secretary	^	5.70

^ Since the remuneration is only part for the FY2019-20, the percentage increase in remuneration is not comparable and hence, not stated

Appointed as a Company Secretary w.e.f August 13, 2019

B. The percentage increase in the median remuneration of the employees during the financial year 15.38%

C. Number of permanent employees on the rolls of the Company (As on March 31, 2021) 1,186

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

The average increase in the salaries of the employees other than managerial personnel in the last financial year was 15.40%. The average increase in managerial remuneration in the last financial year was 357.23%. The remuneration and perquisites provided to the employees including that of the management are on par with industry levels, performance indicators and is in line with the resolutions approved by the Board of Directors and Shareholders.

-
- E. Affirmation that the remuneration is as per the remuneration policy of the Company** The Company affirms that the remuneration is as per the remuneration policy of the Company.
-

Note: Apprentices are excluded from the total No. of Permanent Employees on the rolls of the Company.

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman and Managing Director
DIN : 00063470

Place : New Delhi
Date : August 03, 2021

Form No. MR-3**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2021**

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

To,
The Members,
H P COTTON TEXTILE MILLS LIMITED
15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hissar Haryana 125044

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by H P Cotton Textile Mills Limited (hereinafter called “the company”). Secretarial Audit was conducted in a manner that has provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 and found that company was in compliance of following:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and rules framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- **Applicable on the Company for the FY 2020-21**

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- **Not Applicable on the Company for the FY 2020-21**

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regul
- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(vi) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs; and
- (ii) The Equity listing agreement entered into by the Company with BSE limited.

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

We further report that,

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

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

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

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

For **Tarun Jain & Associates**
Company Secretaries

TARUN JAIN
(Prop.)

Membership No.: F4645

C.P. No.: 4317

PR: 878/2020

UDIN: F004645C000730282

Place: New Delhi

Date: 03.08.2021

Note: This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

Annexure-A

**The Members,
H P COTTON TEXTILE MILLS LIMITED**

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hissar Haryana 125044

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

For **Tarun Jain & Associates**
Company Secretaries

TARUN JAIN
(Prop.)

Membership No.: F4645

C.P. No.: 4317

PR: 878/2020

UDIN: F004645C000730282

Place: New Delhi

Date: 03.08.2021

ANNEXURE - III

DECLARATION ON CODE OF CONDUCT

It is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the 'Code of Conduct for Board Members & Senior Management' for the year ended March 31, 2021.

Sd/-

RaghavKumar Agarwal

Whole-Time Director, CEO and CFO

DIN : 02836610

New Delhi
August 03, 2021

Independent Auditor’s Report
To the Members of H.P. Cotton Textile Mills Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of H.P. Cotton Textile Mills Limited (‘the Company’), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (‘Ind AS’) specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of Inventories</p> <p>At the balance sheet date 31 March 2021, the Company holds inventories comprising of raw materials and components, finished goods, work-in-progress aggregating to ₹ 2820.75 lacs as disclosed in note 7 to the accompanying financial statements of the Company. Such inventory is carried at cost, or net realisable value whichever is lower, as per the accounting policy disclosed in note 2.2(vi).</p> <p>Determination of cost of inventory involves allocation of various production and administration overheads</p>	<p>Our audit work included, but was not limited to, the following procedures:</p> <ul style="list-style-type: none"> • Evaluated the appropriateness of the Company’s accounting policy and valuation method of inventory in accordance with the applicable accounting standards. • Assessed the design and implementation of controls in respect of the inventory valuation, and tested the effectiveness of key inventory controls. • Discussed with management the rationale supporting assumptions and estimates used in

Key audit matter	How our audit addressed the key audit matter
<p>incurred to bring the inventory to its present location and condition, which involves management judgement and estimation.</p> <p>Amongst the other overheads, fixed production overheads are allocated to the costs of conversion based on the normal capacity of the production facilities in accordance with the principles of Ind AS -2, Inventories.</p> <p>Further, at the end of each reporting period, the management of the Company also assesses whether there is any objective evidence that net realisable value of any item of inventory is below the carrying value. If so, such inventories are written down to their net realisable value in accordance with Ind AS 2, Inventories.</p> <p>Considering the complexities and materiality of amounts involved and significant management judgements and estimates required with respect to valuation of inventory, this matter has been determined to be a key audit matter for the current year audit.</p>	<p>carrying out the inventory valuation, and corroborated the same to our understanding of the business. Tested the computation of various overhead absorption rates by tracing the underlying data to audited historical operational results of the Company.</p> <ul style="list-style-type: none"> • Verified the expenses considered as cost of conversion including estimates for apportionment of the conversion on the different classes of finished goods and work-in-progress and recomputed the arithmetical accuracy thereof for calculating the conversion cost considered as part of the finished goods and work in progress. • Obtained understanding of management process for identification of slow moving, non-moving or obsolete inventories and ensured that the same is consistently applied. • Recomputed the net realisable value of the finished goods and reviewed the management assessment for carrying inventory at lower of cost and net realisable value. • Tested ageing of inventory items obtained through system reports, as applicable. • Obtained written representations from management and those charged with governance on the completeness and adequacy of inventory allowance recognised as at the year-end. Evaluated the appropriateness and adequacy of disclosures made in the financial statements in accordance with the applicable accounting standards.

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

6. The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 09 June 2021 as per Annexure II expressed unmodified opinion; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 34 to the financial statements, has disclosed the impact of pending litigation on its financial position as at 31 March 2021;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and

- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Membership No.: 504774

UDIN: 21504774AAAADY4048

Place: New Delhi

Date: 09 June 2021

Annexure I to the Independent Auditor's Report of even date to the members of H.P. Cotton Textile Mills Limited on the financial statements for the year ended 31 March 2021

Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE').
- (b) The Company has a regular program of physical verification of its PPE under which PPE are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain PPE were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to Companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank during the year. There are no loans or borrowings payable to financial institutions or government and no dues payable to debenture-holders.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.

- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid and by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Membership No.: 504774

UDIN: 21504774AAAADY4048

Place: New Delhi

Date: 09 June 2021

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of H.P. Cotton Textile Mills Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ("the Guidance Note") 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 the Company's business, including adherence to the 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Membership No.: 504774

UDIN: 21504774AAAADY4048

Place: New Delhi

Date: 09 June 2021

Balance sheet as at 31 March 2021
 (All amounts in ₹ lacs, unless stated otherwise)

Particulars	Note	As at 31 March 2021	As at 31 March 2020
Assets			
Non-current assets			
a) Property, plant and equipment	3	2,079.97	2,001.04
b) Capital work-in-progress		103.01	-
c) Right-of-use assets		105.72	153.92
d) Other intangible assets	3	73.90	83.39
e) Financial assets			
i) Loans	4	142.78	141.90
f) Deferred tax assets (net)	16	-	33.54
g) Non-current tax assets (net)	5	13.82	50.93
h) Other non-current assets	6	51.24	22.93
		2,570.44	2,487.65
Current assets			
a) Inventories	7	2,820.75	2,137.24
b) Financial assets			
i) Trade receivables	8	1,381.73	607.70
ii) Cash and cash equivalents	9	10.41	10.96
iii) Bank balances other than (ii) above	10	329.87	130.79
iv) Other financial assets	11	219.64	186.01
c) Other current assets	12	814.35	523.75
		5,576.75	3,596.45
		8,147.19	6,084.10
Equity and liabilities			
Equity			
a) Equity share capital	13	381.00	381.00
b) Other equity	14	1,853.08	1,519.63
		2,234.08	1,900.63
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	15	254.57	30.88
ii) Lease liability		51.99	104.19
b) Deferred tax liabilities (net)	16	63.74	-
c) Provisions	17	274.06	242.16
		644.36	377.23
Current liabilities			
a) Financial liabilities	33		
i) Borrowings	18	1,428.36	1,321.57
ii) Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		80.05	70.84
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,060.88	1,569.94
iii) Lease liability		52.20	47.67
iv) Other financial liabilities	20	642.37	279.45
b) Other current liabilities	21	768.17	329.83
c) Provisions	22	192.67	183.83
d) Current tax liabilities (net)	23	44.05	3.11
		5,268.75	3,806.24
		8,147.19	6,084.10

The accompanying notes form an integral part of these financial statements
 This is the balance sheet referred to in our report of even date

For Walker Chandio & Co LLP

Chartered Accountants
 Firm Registration Number:001076N/N500013

Rohit Arora

Partner
 Membership No.: 504774

Place: New Delhi

Date: 09 June 2021

**For and on behalf of the Board of Directors of
 H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541

Place: New Delhi

Date: 09 June 2021

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Statement of profit and loss for the year ended 31 March 2021
 (All amounts in ₹ lacs, unless stated otherwise)

Particulars	Note	Year ended 31 March 2021	Year ended 31 March 2020
Income			
Revenue from operations	24	9,657.08	8,175.13
Other income	25	131.61	187.96
Total Income		9,788.69	8,363.09
Expenses			
Cost of materials consumed	26	3,775.27	3,405.92
Changes in inventories of finished goods, work-in-progress and scrap	27	(213.51)	(307.97)
Employee benefits expense	28	2,536.53	2,221.10
Other expenses	29	2,621.82	2,411.96
Total expenses		8,720.11	7,731.01
Profit before finance costs, depreciation and tax		1,068.58	632.08
Finance costs	30	248.86	333.61
Depreciation and amortisation expenses	31	271.21	260.31
Profit before tax		548.51	38.16
Tax expense	32		
Current tax		93.04	(11.41)
Deferred tax		95.71	15.64
Total tax expense		188.75	4.23
Profit for the year		359.76	33.93
Other comprehensive income:			
<i>Items that will not be reclassified to profit or loss:</i>			
Remeasurement of post employment benefit obligations		(21.68)	41.01
Income tax relating to above items		6.03	(10.66)
Total other comprehensive income		(15.65)	30.35
Total comprehensive income for the year		344.11	64.28
Earnings per equity share (face value of ₹ 10 per share)	33		
Basic earnings per share (in ₹)		9.46	0.90
Diluted earnings per share (in ₹)		9.46	0.90

The accompanying notes form an integral part of these financial statements

This is the statement of profit and loss referred to in our report of even date

For Walker Chandiok & Co LLP
 Chartered Accountants
 Firm Registration Number:001076N/N500013

Rohit Arora
 Partner
 Membership No.: 504774

Place: New Delhi
Date: 09 June 2021

**For and on behalf of the Board of Directors of
 H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541

Place: New Delhi
Date: 09 June 2021

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Statement of changes in equity for the year ended 31 March 2021
 (All amounts in ₹ lacs, unless stated otherwise)

	Number of shares		Amount			
A. Equity share capital						
Balance as on 01 April 2019		38,10,000		381.00		
Change in equity share capital during the year		-		-		
Balance as on 31 March 2020		38,10,000		381.00		
Change in equity share capital during the year		-		-		
Balance as on 31 March 2021		38,10,000		381.00		
B. Other equity						
Particulars	Capital reserve	General reserve	Retained earnings	Securities premium	Other comprehensive income	Total
Balance as on 01 April 2019	0.11	784.41	660.44	0.18	(0.45)	1,444.69
Profit for the year	-	-	33.93	-	-	33.93
Remeasurement of defined benefit obligations	-	-	-	-	41.01	41.01
Balance as on 31 March 2020	0.11	784.41	694.37	0.18	40.56	1,519.63
Profit for the year	-	-	359.76	-	-	359.76
Remeasurement of defined benefit obligations	-	-	-	-	(26.31)	(26.31)
Balance as on 31 March 2021	0.11	784.41	1,054.13	0.18	14.25	1,853.08

The accompanying notes form an integral part of these financial statements
 the statement of changes in equity referred to in our report of even date

This is

For Walker Chandiook & Co LLP

Chartered Accountants
 Firm Registration Number:001076N/N500013

Rohit Arora

Partner
 Membership No.: 504774

Place: New Delhi

Date: 09 June 2021

**For and on behalf of the Board of Directors of
 H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541

Place: New Delhi

Date: 09 June 2021

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Cash flow statement for the year ended 31 March 2021

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
A. Cash flows from operating activities		
Profit before tax	548.51	38.16
Adjustments for:		
Depreciation and amortisation expenses	271.21	260.31
Liabilities no longer required written back	(10.81)	(32.44)
Miscellaneous balances written off	-	1.67
Loss on sale of property, plant and equipment	-	0.64
Unrealised gain on foreign exchange fluctuation	(13.49)	(30.41)
Interest income	(20.21)	(46.35)
Rent Concession on lease liability	(2.59)	-
Interest expense	248.87	333.61
Interest on fair valuation of deposits	(0.88)	(1.05)
Operating profit before working capital changes	1,020.61	524.14
Adjustments for:		
(Increase)/decrease in other non-current asset	(28.31)	3.81
(Increase)/decrease in other financial assets	(33.63)	39.49
(Increase)/ decrease in trade receivables	(760.54)	154.30
(Increase) in other current assets	(290.60)	(52.86)
(Increase)/ decrease in inventories	(683.51)	356.54
Increase/(decrease) in trade payables	500.15	(160.78)
Increase in other financial liabilities	195.58	9.10
Increase in other current liabilities	438.34	171.53
Increase/ (decrease) in provisions	19.06	(3.16)
Cash generated from operating activities	377.15	1,042.11
Income taxes paid (net of refund received during the year)	(14.99)	(4.75)
Net cash flow generated from operating activities	362.16	1,037.36
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including intangible assets, capital work in progress and capital advances)	(385.19)	(84.76)
Proceeds from sale of property, plant and equipment	0.54	1.35
(Investment in)/ redemption of fixed deposits	(190.58)	735.06
Interest received	11.70	75.71
Net cash flow (used in)/ generated from investing activities	(563.53)	727.36
C. Cash flows from financing activities		
Repayment of long term borrowings	(35.30)	(745.62)
Proceeds of long term borrowings	425.83	-
Proceeds/repayment of short term borrowings (net)	106.79	(658.33)
Payment of principal portion of lease liability	(47.67)	(36.76)
Payment of interest portion of lease liability	(14.43)	(17.92)
Finance charges paid	(234.40)	(317.73)
Net cash flow generated from/(used in) financing activities	200.82	(1,776.36)
D. Net decrease in cash and cash equivalents (A+B+C)	(0.55)	(11.64)
E. Cash and cash equivalents as at the beginning of the year	10.96	22.60
F. Cash and cash equivalents as at the end of the year (D+E)	10.41	10.96
Components of cash and cash equivalents:		
Balances with banks-in current accounts	8.81	9.52
Cash on hand	1.60	1.44
	10.41	10.96

Reconciliation of financial liabilities arising from financing activities for the year ended 31 March 2021:

Particulars	Interest accrued on borrowings	Non-current borrowings*	Current borrowings**	Lease liability
Opening balance as at 1 April 2019	5.26	814.40	1,979.90	-
Add: Interest expenses	333.61	-	-	17.92
Add: Lease liability created under IND AS 116	-	-	-	188.62
Less: Payment of lease liability	-	-	-	(36.76)
Less: Loan repaid	-	(745.62)	(658.33)	-
Less: Interest expenses paid	(335.65)	-	-	(17.92)
Closing balance as at 31 March 2020	3.22	68.78	1,321.57	151.86
Add: Loan disbursed	-	425.83	106.79	-
Add: Interest expenses	234.44	-	-	14.43
Less: Payment of lease liability	-	-	-	(47.67)
Less: Loan repaid	-	(35.30)	-	-
Less: Interest expenses paid	(234.40)	-	-	(14.43)
Closing balance as at 31 March 2021	3.26	459.31	1,428.36	104.19

* Includes current maturities of long-term debts.

** Inflows/outflows from current borrowings has been presented on net basis

The accompanying notes form an integral part of these financial statements

This is the cash flow statement referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants
 Firm Registration Number:001076N/N500013

Rohit Arora

Partner
 Membership No.: 504774

Place: New Delhi

Date: 09 June 2021

**For and on behalf of the Board of Directors of
 H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541

Place: New Delhi

Date: 09 June 2021

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Summary of significant accounting policies and other explanatory information to the financial statements for the year ended 31 March 2021

1. Corporate information

Nature of operations

H P Cotton Textiles Mills Ltd. ('the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. It has its registered office at Delhi Road, V.P.O Mayar, Hisar. The Company is a leading manufacturer of cotton specialty yarns and cotton sewing threads catering to both local and export markets. The shares of the Company are currently listed at Bombay Stock Exchange.

2. Significant accounting policies

2.1 Statement of Compliance and Basis of preparation of financial statements

(a) General information and statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other pronouncements/provisions of applicable laws.

The financial statements have been prepared on accrual and going concern basis. The accounting policies have been consistently applied to all the periods presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended 31 March 2021 were authorised and approved for issue by the Board of Directors on 09 June 2021. Revisions to financial statements, if required, is permitted by the Board of Directors subject to obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

Application of new and revised Indian Accounting Standard (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs ('MCA') under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements.

Standards issued but not effective

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards. However, there are no such notifications which have been issued but are not yet effective or applicable from 01 April 2021.

(b) Historical cost convention

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

- 1) certain financial assets and financial liabilities that are measured at fair value; and
- 2) defined benefit plans - plan assets measured at fair value.

(c) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

(d) Rounding of amounts

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

(e) Use of estimates

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(f) Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Critical judgments in applying accounting policies

The key judgments, made by the management, in applying the Company's accounting policies having an effect on these financial statements are as follows:

- (i) Recognition of deferred tax-** The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.
- (ii) Evaluation of indicators for impairment of assets-** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- (iii) Recoverability of advances/receivables –** At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
- (iv) Provisions and contingencies-** amount of provisions and contingencies that have been recognised in accordance with Ind AS 37 Provisions, contingent liabilities and contingent assets as the evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

Key source of estimation uncertainty

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

- (i) Useful lives of property, plant and equipment-** The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal

assessment of user experience and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the assets. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

- (ii) Recoverable amount of property, plant and equipment-** The recoverable amount of property plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.
- (iii) Post-retirement benefit plan-** Employee benefit obligation (gratuity) are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- (iv) Fair value measurement of financial instruments-** The fair values of financial assets and financial liabilities recorded in the balance sheet in respect of which quoted prices in active markets are not available are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.2 Summary of significant accounting policies

i. Property, plant and equipment

An item on property, plant and equipment is recognized as asset, if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. All costs including borrowing costs relating to the acquisition and installation of property, plant and equipment are capitalised.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

ii. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortisation method and useful lives are reviewed periodically at each reporting date.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss. Useful life considered for calculation of amortisation for various intangible assets are as follows-

Asset category	Estimated useful life (in years)
Software	3-5 years

iii. Depreciation

The Company depreciates its property, plant and equipment (PPE) over the useful life on Straight line basis in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act. Useful life considered for calculation of depreciation for various assets class are as follows-

Asset category	Estimated useful life (in years)
Computers	3 years
Furniture and fixtures	10 years
Building	30 years
Leasehold improvement	3 years
Vehicles	8 years
Plant and machinery	15 years
Office equipment	5 years
Server	6 years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on additions / deletions is calculated pro-rata from the month of such addition / deletion, as the case maybe.

i. Impairment of non-financial asset

The Company tests the assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

ii. Revenue recognition

The Company derives revenues primarily from sale of manufactured cotton, specialty yarns and cotton sewing threads.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised goods to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods. The Company, based on historical results, assess and recognise provision for sales return, if any, measured on net basis of the margin of the sale.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company's performance obligation is satisfied at a point in time when the goods are dispatched to the customers.

Revenue from contracts with customers is reported net of rebates, discounts, sales tax/value added tax/goods and service tax.

Contract balances

Contract assets

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

Trade receivables

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

Contract liabilities

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

Financing component

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Cost to obtain a contract with customer

The Company pays sales commission to selling agents for each contract that they obtain for sales of Company's products. Such commission are in nature of incremental cost to obtain contract with customer and the Company has elected to apply the optional practical expedient for costs to obtain a contract wherein it immediately expenses off such sales commissions because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Other operating revenue- Duty drawbacks and other export incentives

Duty drawbacks and other export incentives under various schemes are recognised as revenue in the year of export when no significant uncertainty exists with respect to their recovery.

Insurance and other claims: Revenue in respect of claims is recognised when no significant uncertainties exist with regard to the amount to be realised and the ultimate collection thereof.

Interest income: Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest

iii. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The cost of raw materials and stores and spares is determined using moving weighted average formula and includes cost of purchase and other cost incurred in bringing the inventory to their present location and condition.

Work-in-progress is valued at raw material cost plus conversion cost incurred on them depending upon the stage of completion based on weighted average formulae.

Cost of finished goods include raw material cost, conversion cost and packing cost incurred to bring the goods to their present location and condition.

Goods in transit are stated at cost. Net realisable value of the inventories is measured at estimated selling price of each item of inventory in the ordinary course of business less the estimated cost of completion and estimated costs necessary to make the sale.

Raw materials and stores and spares are not written down below cost if the finished product in which they will be manufactured are expected to be sold at or above cost.

iv. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

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

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

v. Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

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

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Government grant receivable as compensation for expenses or losses already incurred with no future related cost are recognised in statement of profit and loss of the period in which it becomes receivable.

vi. Dividend

Final dividends on shares are recognised as a liability on the date of approval by the shareholders and interim dividends are recognised as a liability on the date of declaration by the Company's Board of Directors.

vii. Investments and other financial assets

Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

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

Initial recognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset.

Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/ losses. Impairment losses are presented as separate line item in the statement of profit and loss.

Debt instrument at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/ losses and impairment expenses are presented as separate line item in statement of profit and loss.

Debt instrument at FVTPL

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/ losses in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ losses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 37 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition

A financial asset is derecognised only when

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

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

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

Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVTOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets

the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are received from financial assets at fair value through profit or loss and at FVTOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

viii. Financial liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loan and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge as appropriate.

The Company's financial liabilities include trade payables, other payables, short-term and long-term borrowings.

Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished

or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ losses.

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

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60-90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

ix. Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

x. Fair value measurement of financial instruments

The Company measures financial instruments at fair value at each balance sheet date.

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

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

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

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

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

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

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

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

- Disclosure regarding significant estimates and assumptions- Note 2.1
- Quantitative disclosures of fair value measurement hierarchy- Note 2.2, paragraph xiii.
- Financial instruments (including those carried at amortised cost)- Note 2.2, paragraph x.

xi. Provisions, contingent liabilities and contingent assets

Provisions

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

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

Contingent assets

Contingent assets are not recognised in the financial statements. Contingent assets are disclosed in the financial statements to the extent it is probable that economic benefits will flow to the Company from such assets.

xii. Borrowing cost

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

xiii. Employees benefits

(i) Short term employee benefits:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other long-term employee benefits obligations

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the discount rates for Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss.

(iii) Post-employment benefits

The Company operates the following post-employments schemes:

- (a) defined contribution plans- provident fund; and
- (b) defined benefit plans- gratuity

(a) Defined contribution plan

Provident fund

The Company makes payment to statutory fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense in the statement of profit and loss as and when they are due.

(b) Defined benefit plans

Gratuity

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

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

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

xiv. Foreign currency translations

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

ii) Transaction and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the statement of profit and loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains/ losses are presented in the statement of profit and loss on net basis.

xv. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

Minimum alternate tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xvi. Leases

Transition

Effective 01 April 2019, the Company has applied Ind AS 116 which replaces Ind AS 17 Leases. On inception of a contract, the Company (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company’s statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- payments for the interest element and principal element of recognised lease liabilities are presented within cash flows from financing activities

xvii. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

xviii. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as borrowings under financial liabilities in the balance sheet.

xix. Cash flow statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 “Statement of Cash flows” using the indirect method for operating activities

xx. Recent accounting pronouncements

On 24 March 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 01 April 2021. Key amendments relating to Division II which relate to Companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Notes to financial statements for the year ended 31st March 2021
 (All amounts in ₹ lacs, unless stated otherwise)

3. Property, plant and equipment & intangible assets

Particulars	Property, plant and equipment									Intangible assets Software
	Freehold land	Buildings	Leasehold improvements	Plant and Equipments	Furniture and fixtures	Office equipments	Computers	Vehicles	Total	
Gross carrying amount										
As at 01 April 2019	20.75	647.22	19.94	5,164.23	66.38	97.10	61.83	265.04	6,342.49	6.19
Additions	-	-	-	32.63	1.07	8.72	5.17	-	47.59	97.49
Disposal	-	-	-	-	-	-	-	4.93	4.93	-
As at 31 March 2020	20.75	647.22	19.94	5,196.86	67.45	105.82	67.00	260.11	6,385.15	103.68
Additions	-	0.74	-	249.91	4.32	3.43	5.62	11.42	275.44	5.09
Adjustments/disposals	-	-	-	-	-	-	-	10.72	10.72	-
As at 31 March 2021	20.75	647.96	19.94	5,446.77	71.77	109.25	72.62	260.81	6,649.87	108.77
Accumulated depreciation/amortisation										
As at 01 April 2019	-	488.39	5.85	3,411.98	48.69	49.25	36.29	151.98	4,192.43	2.89
Charge for the year	-	19.58	6.17	116.47	2.94	13.42	8.27	27.86	194.71	17.40
Disposals	-	-	-	-	-	-	-	3.03	3.03	-
As at 31 March 2020	-	507.97	12.02	3,528.45	51.63	62.67	44.56	176.81	4,384.11	20.29
Charge for the year	-	19.38	6.15	133.33	2.19	13.75	7.74	25.89	208.43	14.58
Adjustments/disposals	-	0.01	-	-	-	1.32	9.83	11.48	22.64	-
As at 31 March 2021	-	527.34	18.17	3,661.78	53.82	75.10	42.47	191.22	4,569.90	34.87
Carrying amount (net)										
As at 31 March 2020	20.75	139.25	7.92	1,668.41	15.82	43.15	22.44	83.30	2,001.04	83.39
As at 31 March 2021	20.75	120.62	1.77	1,784.99	17.95	34.15	30.15	69.59	2,079.97	73.90

(i) Property, plant and equipment have been pledged as security for borrowings, for details refer note 15, 18 and 40.

(ii) Refer note 34 for disclosure on contractual commitments for acquisition

Particulars	As at 31 March 2021	As at 31 March 2020
4. Loans		
Security deposits (unsecured, considered good)	142.78	141.90
	142.78	141.90
5. Non-current tax assets (net)		
Advance tax (net of provision of income tax ₹ 93.04 lacs (previous year : ₹ 11.41 lacs))	13.82	50.93
	13.82	50.93
6. Other non-current assets <i>(Unsecured, considered good)</i>		
Capital advances (refer note 34)	50.35	22.79
Prepaid expenses	0.89	0.14
	51.24	22.93
7. Inventories^{^*} <i>(valued at lower of cost or net realizable value)</i>		
Raw materials	557.25	228.83
Work-in-progress	1,571.17	1,103.03
Finished goods	239.01	514.04
Stores and spares	392.05	250.47
Scrap	61.27	40.87
	2,820.75	2,137.24

[^] Inventories have been pledged as security for borrowings, for details refer note 15, 18 and 40.

* The Company has recorded few class of finished goods at the net realisable value (NRV), as their realisable value is lower than the cost of production. The total NRV adjustments made in the value of such products is ₹ 43.91 lacs (previous year: ₹ 91.86 lacs). This was recognised as an expense during the year and included in 'changes in inventories of finished goods' in the statement of profit and loss.

8. Trade receivables*		
Considered good - secured	51.44	15.46
Considered good - unsecured	1,330.29	592.24
	1,381.73	607.70
Less: allowance for expected credit loss	-	-
	1,381.73	607.70

- i. Trade receivables have been pledged as security for borrowings, for details refer note 15, 18 and 40.
- ii. The Company, as per its credit policy allows credit on export sales, usually by way of Letter of credit or other banking document. Debtors as on balance sheet date reflect, is due to the gestation period between the shipment made and exchange of shipping documents. In case of domestic sales also, cash sales policy is followed and the debtors reflected usually the transit period to exchange the documents.
- iii. Out of the total unsecured debtors reflected:
 - a. An amount ₹ 788.59 lacs, is reflected on account of transit time between shipment and exchange of documents;
 - b. An amount of ₹ 509.86 lacs, is Document Acceptance (DA) basis routed through banking channels and backed by way of acceptances for payment on due date from overseas customers through international interbank communication.

Particulars	As at 31 March 2021	As at 31 March 2020
9. Cash and cash equivalents		
Balances with banks-in current accounts	8.81	9.52
Cash on hand	1.60	1.44
	10.41	10.96
There are no repatriation restrictions with regard to cash and cash equivalents at the end of reporting year and prior year.		
		10.
Other bank balances		
Margin Money*	307.92	115.92
Interest accrued on fixed deposits	11.41	2.90
Unpaid dividend	10.54	11.97
	329.87	130.79
*Margin Money includes fixed deposits of ₹ 291 lacs (previous year: ₹ 115.92 lacs) pledged by the Company against letter of credit facility being availed by the Company.		
11. Other current financial assets* <i>(Unsecured, considered good)</i>		
Insurance claim receivable	43.01	43.01
Dues against acquisition of land	2.75	2.75
Export incentives receivables	173.88	140.25
	219.64	186.01
*Government grants		
Balance at the beginning of the year	177.94	241.12
Government grant received during the year	215.44	275.85
Released to the statement of profit and loss (refer note 24)	264.06	212.67
Closing balance	226.56	177.94
Nature of Government grants		
Duty drawback (refer note 12)	52.68	37.69
Export incentives receivables	173.88	140.25
Total	226.56	177.94
12. Other current assets <i>(Unsecured considered good unless otherwise stated)</i>		
Balances with government authorities	724.37	461.20
Advance to suppliers	55.52	19.18
Prepaid expenses	23.00	32.93
Other advances	11.46	10.44
	814.35	523.75

Particulars	As at 31 March 2021	As at 31 March 2020
13. Share capital		
<u>Authorised share capital</u>		
4,250,000 (previous year: 4,250,000) equity shares of ₹ 10 each	425.00	425.00
	425.00	425.00
<u>Issued, subscribed and paid up share capital</u>		
3,810,000 (previous year: 3,810,000) equity shares of ₹ 10 each	381.00	381.00
	381.00	381.00

a) Reconciliation of equity shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	38,10,000	381.00	38,10,000	381.00
Addition/(deletion) during the year	-	-	-	-
Balance at the end of the year	38,10,000	381.00	38,10,000	381.00

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 (previous year : ₹ 10) per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of equity shareholders holding more than 5% shares in the Company*

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of shares	% holding	Number of shares	% holding
Jainish Products Limited **	242,850	6.37%	242,850	6.37%
Kulvinder Singh	223,500	5.87%	224,730	5.90%
Achhar Investments Limited **	231,900	6.09%	231,900	6.09%
Sacred Trading and Investment Company Limited **	224,170	5.88%	224,170	5.88%
Sailesh Textile Manufacturing Company Limited **	207,000	5.43%	207,000	5.43%
Vinod Kumar Ohri	199,996	5.25%	199,996	5.25%

*As per the records of the Company, including its register of shareholder/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

** The Company has received intimation dated 19 March 2019 that the Company's promoters have entered into a family agreement dated 14 March 2019, which would result in inter-se transfer of 961,900 equity shares (constituting 25.25% of the Company's total paid up capital) by and among members of the Promoter Group over next two years (collectively, the "Proposed Family Re-arrangement") and that such Proposed Family Re-arrangement shall be completed by means of causing the shares to be pledged by the transferors (belonging to the Promoter Group) in favour of the transferees (also belonging to the Promoter Group). Proposed Family Re-arrangement

would also entail indirect acquisition of the shares of the Company held by certain promoter group entities. (The Proposed Family Re-arrangement shall have no impact on the “shareholding” and the degree and nature of “voting rights” of the Promoter Group in the Company shall remain unchanged following the completion of the Proposed Family Re-arrangement.)

In continuance of the above family arrangement, Mr. Ravindra Agarwal, Mr. Surendra Kumar Agarwal and Mr. Kailash Kumar Agarwal have executed another re-arrangement agreement dated 12 February 2020, which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal & family and Mr. Surendra Kumar Agarwal & family to Mr. Kailash Kumar Agarwal. The proposed family re-arrangement would also entail an indirect acquisition of shares of the Company held by certain entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited, all of which belong to the Promoter Group (collectively, the and “Promoter group Companies”), by the same persons belonging to the promoter group.

d) The Company has not issued any bonus shares, shares for consideration other than cash or bought back shares during five years immediately preceding the current financial year.

Particulars	As at 31 March 2021	As at 31 March 2020
14. Other equity		
Securities premium	0.18	0.18
Retained earnings	1,054.13	694.37
Other comprehensive income	14.25	40.56
Capital reserve	0.11	0.11
General reserve	784.41	784.41
	1,853.08	1,519.63
(i) Securities Premium*		
Balance at the beginning of the year	0.18	0.18
Addition/(deletion) during the year	-	-
Balance at the end of the year	0.18	0.18
(ii) Retained earnings*		
Balance at the beginning of the year	694.37	660.44
Add: transferred from statement of profit and loss	359.76	33.93
Balance at the end of the year	1,054.13	694.37
(iii) Other comprehensive income		
Balance at the beginning of the year	40.56	(0.45)
Other comprehensive income	(26.31)	41.01
Balance at the end of the year	14.25	40.56
(iv) Capital Reserve**		
Balance at the beginning of the year	0.11	0.11
Addition/(deletion) during the year	-	-
Balance at the end of the year	0.11	0.11

*Securities premium is created due to premium on issue of shares. Securities premium can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

*Retained earnings of the company are kept aside out of the company’s profits to meet future (known or unknown) obligations.

Particulars	As at 31 March 2021	As at 31 March 2020
(v) General Reserve***		
Balance at the beginning of the year	784.41	784.41
Addition/(deletion) during the year	-	-
Balance at the end of the year	784.41	784.41

*** Under the Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with Companies (Transfer of profits to Reserve) Rules, 1975. Consequent to introduction of the Act, there is no such requirement to mandatorily transfer a specified percentage of the net profit to general reserve.

15. Non-current financial liabilities-borrowings

Particulars	Non-current maturities		Current maturities	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Secured loans from banks				
Vehicle loan	10.48	4.27	3.54	1.50
Term loan	244.09	26.61	201.21	36.40
	254.57	30.88	204.75	37.90

(i) Details of security, terms of repayment and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2021	As at 31 March 2020
Kotak Mahindra Prime Ltd.	9.43%	Monthly	Hypothecation of vehicle acquired under respective loans	-	0.10
State Bank of India Guaranteed Emergency Credit Line	1 year MCLR +1%	Monthly	First and exclusive charge by way of hypothecation of plant & machinery and Miscellaneous fixed assets excluding factory land and building, collateral security of equitable mortgage of factory land and building situated at Hisar and personal guarantee of Mr. Kailash Kumar Agarwal, Chairman and Managing Director and Mr. Raghav Kumar Agarwal, Executive Director, CEO & CFO (Promoter/ Directors of the Company in their personal capacity).	32.31	63.01
Common Emergency Credit Line	EBLR +0.75%	Monthly		297.57	-
State Bank of India Vehicle loan	1 Year MCLR	Monthly		115.42	-
HDFC Bank Vehicle Loan	8.00%	Monthly	Hypothecation of vehicle acquired under respective loans	9.62	-
	9.25%	Monthly	Hypothecation of vehicle acquired under respective loans	4.40	5.67
Total				459.32	68.78

Particulars	As at 31 March 2021	As at 31 March 2020
16. Deferred tax liabilities/assets (net)		
Tax effect of items constituting deferred tax liabilities		
Difference between accounting base and tax base of property, plant and equipment	358.22	318.19
	358.22	318.19
Tax effect of items constituting deferred tax assets		
Unabsorbed losses/depreciation carried forward	11.52	180.89
Timing difference on account of expense allowable on payment basis	129.84	110.76
MAT credit entitlement	153.12	60.08
	294.48	351.73
Deferred Tax (Liabilities)/ Assets (net)	(63.74)	33.54

Movement in deferred tax assets during the year ended 31 March 2021

Particulars	As at 31 31 March 2020	Recognised in other comprehensive income	Recognised in profit or loss	As at 31 March 2021
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	180.89	-	(169.37)	11.52
Timing difference on account of expense allowable on payment basis	110.76	6.03	13.05	129.84
MAT credit entitlement	60.08	-	93.04	153.12
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	318.19	-	40.03	358.22
Total	33.54	6.03	(95.71)	(63.74)

Movement in deferred tax assets during the year ended 31 March 2020

Particulars	As at 31 31 March 2020	Recognised in other comprehensive income	Recognised in profit or loss	As at 31 March 2021
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	139.67	-	41.22	180.89
Timing difference on account of expense allowable on payment basis	130.68	(10.66)	(9.26)	110.76
MAT credit entitlement	72.65	-	(12.57)	60.08
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	293.82	-	24.37	318.19
Total	49.18	(10.66)	(15.64)	33.54

Particulars	As at 31 March 2021	As at 31 March 2020
17. Non-current provisions		
Provision for gratuity (refer note 38)	218.00	195.00
Provision for compensated absences	56.06	47.16
	274.06	242.16
18. Current financial liabilities-borrowings		
Secured loans		
Cash credits facilities		
State Bank of India	1,296.82	1,321.57
State Bank of India Antwerp	78.48	-
State Bank of India Frankfurt	53.06	-
	1,428.36	1,321.57

(i) Details of security and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Security Details	As at 31 March 2021	As at 31 March 2021
Cash credits facilities from banks (secured)		Hypothecation of vehicle acquired under respective loans		
State Bank of India	1 year MCLR + 1%	First and exclusive charge by way of hypothecation of plant & machinery and Miscellaneous fixed assets excluding factory land and building, collateral security of equitable mortgage of factory land and building situated at Hisar and personal guarantee of Mr. Kailash Kumar Agarwal, Chairman and Managing Director and Mr. Raghav Kumar Agarwal, Executive Director, CEO & CFO (Promoter/ Directors of the Company in their personal capacity).	1,296.82	1,321.57
State Bank of India Antwerp	6M EURIBOR +0.6%		78.48	-
State Bank of India Frankfurt	6M USDLIBOR +0.75%		53.06	-
Total			1,428.36	1,321.57

Particulars	As at 31 March 2021	As at 31 March 2020
-------------	------------------------	------------------------

19. Trade payables

Trade payables:

Total outstanding dues of micro enterprises and small enterprises (refer note below)

Total outstanding dues of creditors other than micro enterprises and small enterprises

80.05	70.84
2,060.88	1,569.94
2,140.93	1,640.78

Information, as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31 March 2021 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 March 2021	As at 31 March 2020
(a) The principal amount remaining unpaid to any supplier at the end of the year;	56.15	56.38
(b) Interest due remaining unpaid to any supplier at the end of the year;	23.90	14.46

Particulars	As at 31 March 2021	As at 31 March 2020
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year;	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	23.90	14.46
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	23.90	14.46
20. Other current financial liabilities		
Current maturities of long term debts (refer note 15)	204.75	37.90
Unclaimed dividend*	10.54	11.97
Interest accrued but not due on borrowings	3.26	3.22
Employee related payables	351.92	164.90
Other payables	71.90	61.46
	642.37	279.45
* The Same is not due for deposit to Investor Education and Protection Fund. (Further the company has deposited ₹ 1.2 lacs to the fund during the year)		
21. Other current liabilities		
Statutory dues payable	74.32	64.42
Trade deposits	6.98	6.98
Advance from customers	686.87	258.43
	768.17	329.83
22. Current provisions		
Provision for bonus	124.50	120.06
Provision for gratuity (refer note 38)	46.20	43.84
Provision for compensated absences	21.97	19.93
	192.67	183.83
23. Current tax liabilities (net)		
Provision for income tax (net of advance tax ₹ 50.00 lacs (previous year : nil))	44.05	3.11
	44.05	3.11
Particulars	Year ended 31 March 2021	Year ended 31 March 2020
24. Revenue from operations		
Sale of products	9,082.83	7,687.49
Revenue from operations	9,082.83	7,687.49

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Sale of products comprises :		
Yarn and threads	9,094.63	7,726.94
Less: rebate and discounts	(11.80)	(39.45)
	9,082.83	7,687.49
Other operating revenue		
Process waste sale	294.97	260.48
Other scrap sales	15.22	14.49
Duty Drawback and other export incentives	264.06	212.67
	574.25	487.64
Revenue from operations	9,657.08	8,175.13
25. Other income		
Interest income on fixed deposits	9.36	39.91
Interest on fair valuation of security deposits	0.88	1.05
Interest income - others	10.85	6.43
Foreign exchange fluctuation gain (net)	91.20	106.40
Liabilities no longer payable written back	10.81	32.44
Profit on sale of property, plant and equipment	1.30	-
Miscellaneous income	7.21	1.73
	131.61	187.96
26. Cost of material consumed		
Raw material:		
Cotton	2,808.03	2,663.73
Colour and chemicals	595.59	428.19
Packing materials	371.65	314.00
	3, 775.27	3,405.92
27. Changes in inventories of finished goods, work-in-progress and scrap		
Inventories at the end of the year		
Finished goods	239.01	514.04
Work-in-progress	1,571.17	1,103.03
Scrap	61.27	40.87
	1,871.45	1,657.94
Inventories at the beginning of the year		
Finished goods	514.04	472.05
Work-in-progress	1,103.03	849.28
Scrap	40.87	28.63
	1,657.94	1,349.96
(Increase) in inventories	(213.51)	(307.97)
28. Employee benefits expense		
Salaries and wages	2,249.40	1,913.56
Contributions to provident and other funds	198.63	216.62
Gratuity expense (refer note 38)	60.12	62.21
Workmen and staff welfare expenses	28.38	28.71
	2,536.53	2,221.10

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
29. Other expenses		
Consumption of stores and spare	251.21	139.58
Power and fuel	1,120.33	1,142.80
Freight and forwarding	349.58	275.28
Water and water recycling	139.97	95.71
Rent including lease rentals	61.97	32.61
Travelling and conveyance	45.54	68.62
Security expenses	100.02	93.87
Sales commission	65.55	43.97
Vehicle running and maintenance	42.64	54.81
Business promotion and advertisement	18.75	25.88
Electricity and water expenses	36.68	26.84
Repairs and maintenance - buildings	15.82	12.84
Repairs and maintenance - machinery	12.18	11.69
Repairs and maintenance - others	18.60	4.10
Legal and professional	190.24	220.28
Insurance	47.66	37.05
Rates and taxes	4.87	7.51
Communication	18.16	16.59
Printing and stationery	1.74	2.37
Loss on sale of property, plant and equipment	-	0.64
Excess Provision written off	7.36	-
Payment to statutory auditors - Audit fee	28.68	24.50
- Reimbursement of expenses	0.83	2.39
Miscellaneous expenses	43.44	72.03
	2,621.82	2,411.96
30. Finance costs		
Interest expense - borrowings	165.67	267.93
Interest on lease liability	14.43	17.92
Interest expenses - others	19.36	1.80
Other borrowing costs	49.40	45.96
	248.86	333.61
31. Depreciation and amortisation expenses		
Depreciation on property, plant and equipment	208.43	194.71
Amortisation of intangible assets	14.58	17.40
Depreciation on right-of-use assets	48.20	48.20
	271.21	260.31
32. Income tax		
(a) Income tax expense		
- Current tax	93.04	(11.41)
- Minimum alternate tax credit	(93.04)	11.41
- Deferred tax	188.75	4.23
Income tax expense	188.75	4.23
(b) Reconciliation of tax expense and the accounting profit		
Profit before income tax expense	548.51	38.16
Statutory income tax rate	27.82%	26.00%
Amount of tax at statutory income tax rate	152.59	9.92

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Adjustments:		
Tax impact of non-deductible expense	4.92	0.17
Effect of different tax rate on certain items	13.49	(2.14)
Other differences	17.75	(3.72)
Total	36.16	(5.69)
Amount of tax at statutory income tax rate post adjustments	188.75	4.23
33. Earnings per share		
Profit for the year	359.76	33.93
Nominal value per share (in ₹)	10	10
Weighted average number of equity shares for basic earnings per share	38,10,000	38,10,000
Weighted average number of equity shares for diluted earnings per share	38,10,000	38,10,000
Earnings per share (in ₹)		
Basic earnings per share	9.46	0.90
Diluted earnings per share	9.46	0.90
34. Contingent liabilities		
i) Contingent liabilities		
Claim against the Company not acknowledged as debts*	77.87	77.87
	77.87	77.87
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	159.17	-
	159.17	-

* The Entry tax was imposed by the Government of Haryana but was struck down by the Hon'ble High Court of Punjab and Haryana. The Government of Haryana has gone into appeal before the Hon'ble Supreme Court of India against the judgement of Hon'ble High Court of Punjab and Haryana and the same is currently pending disposal. The management is confident that the matter shall be decided in its favour and accordingly, no adjustment is considered necessary in these financial statements.

35. Related party disclosures

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

(a) List of related parties and nature of relationship where control exists

Key managerial personnel

Mr. Kailash Kumar Agarwal

Mr. RaghavKumar Agarwal

CS Shubham Jain (joined w.e.f. 13 August 2019)

CS Shashi Ranjan Kumar (Up till 27 May 2019)

Relationship

Chairman and Managing Director

Executive Director, Chief Executive Officer and Chief Financial Officer

Company Secretary

Company Secretary

Non-executive Directors

Mr. Parshotam Dass Agarwal	Independent Director
Mr. Mohan Lal Jain	Independent Director
Ms. Ritu Bansal	Director

Relatives of key managerial personnel

Mr. Raj Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ashok Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ravindra Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Surender Agarwal	Relative of Mr. Kailash Kumar Agarwal

Persons/entities in which directors and key managerial personnel are interested

Sanjay Mercantile Pvt.Ltd.
 Achhar Investmets Ltd.
 Jainish Products Ltd.
 Sacred Trading & Investment Co. Ltd.
 Jai Narain Agarwal H.U.F.
 Kashmiri Lal Agarwal H.U.F.

b) The following transactions were carried out with related parties in the ordinary course of business:-

Nature of transaction & name of related party	31 March 2021	31 March 2020
<u>Board sitting fees</u>		
Mr. Parshotam Dass Agarwal	3.45	1.00
Mr. Mohan Lal Jain	3.45	0.80
Ms. Ritu Bansal	2.30	0.90
Mr. Ravindra Agarwal	-	0.20
Mr. Surendra Agarwal	-	0.10
<u>Salary/remuneration*</u>		
Mr. Kailash Kumar Agarwal	125.07	24.57
Mr. Raghav Kumar Agarwal	99.38	17.81
CS Shubham Jain (w.e.f. 13 August 2019)	5.79	3.22
CS Shashi Ranjan Kumar (up till 27 May 2019)	-	1.94
<u>* Break-up of key managerial personnel remuneration</u>		
Short-term employee benefits	230.24	47.54
Post-employment benefits	-	-
Long-term employee benefits#	-	-
Termination benefits	-	-

#As the liability for gratuity and leave encashment are provided on actuarial basis for the Company, as a whole, amounts accrued pertaining to key management personnel are not included above.

Nature of transaction & name of related party	31 March 2021	31 March 2020
<u>Professional fees to relatives of key managerial personnel</u>		
Mr. Raj Kumar Agarwal	19.20	19.20
Mr. Ashok Kumar Agarwal	19.20	21.55
Mr. Ravindra Agarwal	19.20	16.28
Mr. Surender Agarwal	19.20	16.06
<u>Details of lease rentals:</u>		
Sanjay Mercantile Pvt. Ltd.	1.50	1.50
Kashmiri Lal Agarwal H.U.F.	-	0.55
Jai Narain Agarwal H.U.F.	-	0.14
Mr. Kailash Kumar Agarwal	0.75	0.07

c) Balances outstanding with related parties at the year end

Nature of outstanding & name of related party	31 March 2021	31 March 2020
<u>Salary/remuneration payable</u>		
Mr. Kailash Kumar Agarwal	-	0.15
Mr. Raghav Kumar Agarwal	-	0.18
CS Shubham Jain	0.94	0.10
<u>Professional fees payable</u>		
Mr. Raj Kumar Agarwal	1.48	1.44
Mr. Ashok Kumar Agarwal	1.48	1.44
Mr. Ravindra Agarwal	1.29	1.20
Mr. Surender Agarwal	1.83	1.44
Nature of outstanding & name of related party	31 March 2021	31 March 2020
<u>Lease rentals payable</u>		
Sanjay Mercantile Pvt. Ltd.	6.65	6.31
Mr. Kailash Kumar Agarwal	0.82	0.07
Jai Narain Agarwal H.U.F.	0.44	0.44
Kashmiri Lal Agarwal H.U.F.	1.75	1.75

Outstanding personal guarantee by Mr. Kailash Kumar Agarwal and Mr. Raghav Kumar Agarwal (previous year: Mr. Kailash Kumar Agarwal and Mr. Raghav Kumar Agarwal) against various credit facilities availed by the Company and the balance of such facilities as at 31 March 2021 being ₹ 2,234.82 lacs (previous year: ₹ 1,761.84 lacs), sanctioned limit of such credit facilities: ₹ 2,535.29 lacs (previous year: ₹ 2,153.00 lacs).

36. Fair value measurements

(i) Financial instruments by category

Financial assets	31 March 2021				31 March 2020			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Loans-security								
deposits	-	-	142.78	142.78	-	-	141.90	141.90
Other financial assets	-	-	219.64	219.64	-	-	186.01	186.01
Trade receivables	-	-	1,381.73	1,381.73	-	-	607.70	607.70

Cash and cash equivalents	-	-	10.41	10.41	-	-	10.96	10.96
Other bank balances	-	-	329.87	329.87	-	-	130.79	130.79
Total financial assets	-	-	2,084.43	2,084.43	-	-	1,077.36	1,077.36
Financial liabilities								
Borrowings	-	-	1,887.68	1,887.68	-	-	1,390.35	1,390.35
Lease liability	-	-	104.19	104.19	-	-	151.86	151.86
Trade payables	-	-	2,140.93	2,140.93	-	-	1,640.78	1,640.78
Other financial liabilities	-	-	437.62	437.62	-	-	241.55	241.55
Total financial liabilities	-	-	4,570.42	4,570.42	-	-	3,424.54	3,424.54

(ii) **Fair value hierarchy**

Financial	31 March 2021				31 March 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3 cost	Total
Financial assets								
Loans-security deposits	-	-	142.78	142.78	-	-	141.90	141.90
Other financial assets	-	-	219.64	219.64	-	-	186.01	186.01
Trade receivables	-	-	1,381.73	1,381.73	-	-	607.70	607.70
Cash and cash equivalents	-	-	10.41	10.41	-	-	10.96	10.96
Other bank balances	-	-	329.87	329.87	-	-	130.79	130.79
Total financial assets	-	-	2,084.43	2,084.43	-	-	1,077.36	1,077.36
Financial liabilities								
Borrowings	-	-	1,887.68	1,887.68	-	-	1,390.35	1,390.35
Lease liability	-	-	104.19	104.19	-	-	151.86	151.86
Trade payables	-	-	2,140.93	2,140.93	-	-	1,640.78	1,640.78
Other financial liabilities	-	-	437.62	437.62	-	-	241.55	241.55
Total financial liabilities	-	-	4,570.42	4,570.42	-	-	3,424.54	3,424.54

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates;

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

The Company's policy is to recognise transfers into and transfer out of fair value hierarchy levels as at the end of reporting period.

(iii) Specific valuation techniques used to value financial instruments include the use of quoted market prices and NAV of the instrument.

(iv) Fair value of financial assets and liabilities measured at amortised cost.

	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets				
Loans				
Security deposits	142.78	142.78	143.69	141.90

The carrying amount of trade receivables, other financial assets, trade payables, other financial liabilities, borrowings and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

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

37. Financial instruments

A. Capital risk management

The Company's objective when managing capital are to

- safeguard their ability to continue as a going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital, in order to maintain capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company monitors capital on the basis of net debts to total equity on a periodic basis. The following table summarizes the capital of the Company:

Particulars	As at 31 March 2021	As at 31 March 2020
Long term borrowings (including current maturities)	459.32	68.78
Short term borrowings	1,428.36	1,321.57
Total debt	1,887.68	1,390.35
Less: cash and cash equivalent	10.41	10.96
Net debt	1,877.27	1,379.39
Equity share capital	381.00	381.00
Other equity	1,853.08	1,519.63
Total equity	2,234.08	1,900.63
Net debt to equity ratio	0.84	0.73

B. Financial risk management

Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liability, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents, other bank balances, trade receivables, security deposits and export incentives receivable that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and for periodically reviewing the same. The senior management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(I) Market risk :

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

(i) Interest rate risk

(a) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2021, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2021	31 March 2020
Variable rate borrowings	1,873.66	1,384.58
Fixed rate borrowings*	14.02	5.77
Total borrowings	1,887.68	1,390.35
Amount disclosed under other current financial liabilities	204.75	37.90
Amount disclosed under borrowings	1,682.93	1,352.45

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Company and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2021	31 March 2020
Interest sensitivity*		
Interest rates – increase by 5 percent	93.68	69.23
Interest rates – decrease by 5 percent	(93.68)	(69.23)

* Holding all other variables constant

(b) Assets

The Company's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(ii) Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas markets in various foreign currencies and through foreign currency loans. Foreign currency exchange rate exposure is balanced by hedging through forward contracts.

Derivative instruments

Derivative contracts outstanding

	As at 31 March 2021			As at 31 March 2020		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Forward contract to sell	EURO	-	-	EURO	0.70	56.23
Forward contract to sell	USD	-	-	USD	1.92	139.29

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

Particulars of unhedged foreign currency risk exposure expressed in INR at the reporting date

	As at 31 March 2021			As at 31 March 2020		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Trade receivables	USD	11.40	833.95	USD	3.65	280.40
	EURO	5.79	497.84	EURO	1.45	122.73
Financial liabilities						
Trade payables	USD	0.37	27.06	USD	0.31	20.42
	EURO	0.18	15.52	EURO	0.18	13.09
	GBP	0.03	3.40	GBP	0.02	1.79
Financial liabilities						
Borrowings	USD	0.72	53.06	USD	-	-
	EURO	0.91	78.48	GBP	-	-

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

	As at 31 March 2021	As at 31 March 2020
USD sensitivity		
₹ /USD- increase by 1% (previous year:- 5.45%)*	6.28	11.28
₹ /USD- decrease by 1% (previous year:- 5.45%)*	(6.28)	(11.28)
EURO sensitivity		
₹ /EURO- increase by 1% (previous year:- 7.57%)*	3.36	6.61
₹ /EURO- decrease by 1% (previous year:- 7.57%)*	(3.36)	(6.61)
GBP sensitivity		
₹ /GBP- increase by 1% (previous year:- 10.26%)*	(0.03)	(0.15)
₹ /GBP- decrease by 1% (previous year:- 10.26%)*	0.03	0.15

* Holding all other variables constant

(II) Credit Risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the statement of profit and loss. The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The Company's maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. The credit limit of each customer is defined in accordance with the assessment. Outstanding customer receivables are regularly monitored by the management.

Detail of trade receivables that are past due is given below:

	As at 31 March 2021	As at 31 March 2020
0-90 days past due	1,215.63	448.78
91-180 days past due	130.45	127.11
More than 180 days past due	35.65	31.81
Total	1,381.73	607.70

The credit risk for cash and cash equivalents, bank deposits and loans is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Concentration of financial assets

Concentration of credit risk with respect to trade receivables are limited, due to the Company's consumer base being large and diverse. All trade receivable are reviewed and assessed for default on a quarterly basis.

The Company's exposure to credit risk for trade receivables is presented below:

	As at 31 March 2021	As at 31 March 2020
Export wholesale customers	1,331.79	598.65
Domestic wholesale customers	49.94	9.05
Total	1,381.73	607.70

Liquidity Risk :

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

The table below summarises the maturity profile (remaining period of contractual maturity at the balance sheet date) of the Company's financial liabilities based on contractual undiscounted cash flows:

	Less than 1 year	1-5 year	Total
As at 31 March 2021			
Borrowings	1,658.91	275.22	1,934.13
Trade payables and other accruals	2,578.57	-	2,578.57
Lease liability	62.10	56.93	119.03
As at 31 March 2020			
Borrowings	1,366.86	33.85	1,400.71
Trade payables and other accruals	1,882.33	-	1,882.33
Lease liability	62.10	119.03	181.13

Undrawn borrowing facilities

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at 31 March 2021	As at 31 March 2020
Expiring within one year (cash credit and other facilities)	300.47	391.17

38. Employee benefits

	As at 31 March 2021			As at 31 March 2021		
	Current	Non-current	Total	Current	Non Current	Total
Gratuity	46.20	218.00	264.20	43.84	195.00	238.84
Compensated absences	21.97	56.06	78.03	19.93	47.16	67.09
Total employee benefit obligations	68.17	274.06	342.23	63.77	242.16	305.93

Contribution to provident fund

The Company makes contribution to statutory provident fund and employee's state insurance. These are post-employment benefits and are in nature of defined contribution plans. Contribution made by the Company during the year is ₹ 193.56 lacs (previous year: ₹ 211.51 lacs).

Gratuity

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

(a) Disclosure of gratuity

The amount recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Amount
Balance as at 01 April 2019	259.82
Current service cost	42.29
Interest cost	19.92
Total amount recognised in statement of profit and loss	62.21
<i>Remeasurements</i>	
Actuarial Loss on arising from Change in Demographic Assumption	5.36
(Gain) from change in financial assumptions	(49.41)

Loss arising from experience (gains)/losses	3.04
Total amount recognised in other comprehensive income	(41.01)
Benefits paid	(42.18)
Balance as at 31 March 2020	238.84
Balance as at 01 April 2020	238.84
Current service cost	43.88
Interest cost	16.24
Total amount recognised in statement of profit and loss	60.12
<i>Remeasurements</i>	
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-
(Gain)/loss from change in financial assumptions	-
Loss arising from experience (gains)/losses	21.68
Total amount recognised in other comprehensive income	21.68
Benefits paid	(56.44)
Balance as at 31 March 2021	264.20

(b) Assumptions:

1. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Company's long term best estimate as to salary increases and takes into account inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

	As at 31 March 2021	As at 31 March 2020
Discount rate	6.80%	6.80%
Salary growth rate	3.00%	3.00%
Average remaining working life (years)	19.09	21.33

2. Demographic assumptions

Attrition rates are the Company's best estimate of employee turnover in future determined considering factors such as nature of business and industry, retention policy, demand and supply in employment market, standing of the Company, business plan, HR Policy as provided in the relevant accounting standard. Attrition rates used for valuation are given below:

	As at 31 March 2021	As at 31 March 2020
Retirement age	58	58
Withdrawal rate, based on age		
Upto 30 years	20.00%	20.00%
From 31 to 44 years	10.00%	10.00%
Above 44 years	5.00%	5.00%
Mortality rate	100% of IALM (2012-14)	100% of IALM (2012-14)

(c) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March 2021	As at 31 March 2020
i) Impact of the change in discount rate		
Present value of obligation at the end of the period	264.20	238.84
Impact due to increase of 0.50%	(7.32)	(6.79)
Impact due to decrease of 0.50%	7.75	7.19
ii) Impact of the change in salary increase		
Present value of obligation at the end of the period	264.20	238.84
Impact due to increase of 0.50%	8.00	7.43
Impact due to decrease of 0.50%	(7.62)	(7.07)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these are not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

(d) The expected expense of the Company during the next year is ₹ 67.46 lacs (previous year: ₹ 64.60 lacs).

(e) The maturity analysis of the defined benefit obligation is as below:

	As at 31 March 2021	As at 31 March 2020
Within next 1 year	46.20	43.84
Between 1 to 5 years	78.59	64.68
After 5 years	139.41	130.32
Total expected payments	264.20	238.84

(f) The average duration of the defined benefit plan obligation at the end of the reporting period is 7.87 years (previous year: 7.89 years).

39. Operating Segments

The business activity of the Company fall within the single primary business segment viz Textile (spinning). Hence there is no other reportable business segment as per Ind AS 108 "Operating segments". The segment assets, segment liabilities, segment cash flows and segment results are represented through financial statements only. The Company's Board of Directors uses additional analysis based on sales location which is presented below-

	As at 31 March 2021	As at 31 March 2020
Revenue from operations		
India	526.40	1,467.84
Japan	1,232.32	1,089.25
USA	1,587.27	905.77
Denmark	938.43	32.30
Others	4,798.41	4,192.33
	9,082.83	7,687.49
Non - Current Assets		
Within India	2,544.30	2,403.18
Outside India	12.32	-
	2,556.62	2,403.18

The Company does not have any non-current assets, as defined in Ind AS 108, which is located outside India.

40. Assets pledged as security

The carrying amounts of asset pledged as security for current and non-current borrowings are:

	31 March 2021	31 March 2020
Current		
Financial assets		
i) Trade receivables	1,381.73	607.70
ii) Cash and cash equivalent	10.41	10.96
iii) Bank balances other than (ii) above	329.87	130.79
iv) Other financial assets	219.64	186.01
Non-financial assets		
i) Inventories	2,820.75	2,137.24
ii) Other current assets	814.35	523.75
Total current assets pledged as security	5,576.75	3,596.45
Non-current		
Non-financial assets		
i) Property, plant and equipment	2,079.97	2,001.04
Total non-current assets pledged as security	2,079.97	2,001.04
Total assets pledged as security	7,656.72	5,597.49

41. Foreign Exchange earning and expenditure

	Year ended 31 March 2021	Year ended 31 March 2020
FOB value of exports	8,465.87	6,131.18
	8,465.87	6,131.18
CIF value of imports:		
Packing material	-	2.03
Components, stores & spare parts	2.88	-
Capital goods	160.79	-
Total	163.67	2.03

42. Expenditure in foreign currency

Travelling and conveyance	0.61	9.87
Sales commission	58.07	41.79
Foreign bank charges	15.74	-
Business promotion and advertisement	-	2.11
Total	74.42	53.77

43. Company's foreign currency exposure:

	31 March 2021		31 March 2020	
	In foreign currency	In INR	foreign currency	In INR
Unhedged				
Trade payables				
USD	0.37	27.06	0.31	20.42
EURO	0.18	15.52	0.02	1.79
GBP	0.03	3.40	0.18	13.09

Trade receivables				
USD	11.40	833.95	3.65	280.40
EURO	5.79	497.84	1.45	122.73
Borrowings				
USD	0.72	53.06	-	-
EURO	0.91	78.48	-	-
Hedged				
Trade receivables				
EURO	-	-	0.70	56.23
USD	-	-	1.92	139.29

44. Corporate social responsibility

The provisions of section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company, as the Company does not fall under the threshold limit of net worth of ₹ 500 crores or turnover of ₹ 1,000 crores or a net profit of ₹ 5 crores during the preceding financial year.

45. Leases

On adoption of Ind AS 116, the Company recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Company has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straightline basis over the remaining lease term.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 01 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 9.50%.

The Company has taken immovable properties on lease which are generally long term in nature with varying terms, escalation clauses and renewal rights expiring within three to six years. On renewal, the terms of the leases are renegotiated.

- i) The following is a reconciliation of total operating lease commitments at 31 March 2019 (as disclosed in the financial statements for 31 March 2019) to the lease liabilities recognised at 01 April 2019:

Particulars	Amount
Total operating lease commitments disclosed as at 31 March 2019	64.61
Recognition exemptions:	
• Leases with remaining lease term of less than 12 months	15.11
Reasonably certain extension options taken	186.30
Operating lease liabilities before discounting	235.80
Discounted using incremental borrowing rate	47.18
Total lease liabilities recognised under Ind AS 116 as at 01 April 2019	188.62

- ii) **Lease liabilities are presented in the balance sheet as follows:**

Particulars	As at 31 March 2021	As at 31 March 2020
Current	52.20	47.67
Non-current	51.99	104.19
Total	104.19	151.86

The maturity analysis of lease liabilities are disclosed in note 37.

iii) The recognised right-of-use assets relate to corporate office as at 31 March 2021.

Particulars	Amount
Right-of-use assets- corporate office	
Balance as at 01 April 2019	188.62
Add: security deposit paid towards lease	13.50
Less: amortisation expense charged on the right-of-use assets	48.20
Balance as at 31 March 2020	153.92
Balance as at 01 April 2020	153.92
Less: amortisation expense charged on the right-of-use assets	48.20
Balance as at 31 March 2021	105.72

iv) The following are amounts recognised in statement of profit and loss:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Amortisation expense of right-of-use assets	48.20	48.20
Interest expense on lease liabilities	14.43	17.92
Rent expense	61.97	32.61
Total	124.60	98.73
v) Lease payments not recognised as a liability		
Expenses relating to short term leases (included in other expenses)	61.97	32.61
Total	61.97	32.61

vi) Total cash outflow for leases for the year ended 31 March 2021 was ₹ 62.10 lacs (previous year: ₹ 54.68 lacs)

vii) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	No of right-of-use assets leased	Range of remaining term(in years)	Average remaining lease term(in years)
Corporate office	1	2	2

The company has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Company has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Company is likely to be benefited from a longer lease tenure.

46. Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115: Revenue from Contracts with Customers, establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- (i) Identify the contract with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

(i) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography.

Revenue from operations	Year ended 31 March 2021	Year ended 31 March 2020
Domestic	526.40	1,467.84
Export	8,556.43	6,219.65
Total	9,082.83	7,687.49

(ii) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Year ended 31 March 2021	Year ended 31 March 2020
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	240.00	66.88
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

(iii) Assets and liabilities related to contracts with customers

Description	As at 31 March 2021	As at 31 March 2020
Contract liabilities related to sale of goods		
Advance from customers	686.87	258.43
Total	686.87	258.43

(iv) Reconciliation of revenue recognised in statement of profit and loss with contract price

Description	Year ended 31 March 2021	Year ended 31 March 2020
Contract price	9,094.63	7,726.94
Less: Discount, rebates, credits	11.80	39.45
Revenue from operations (excluding other operating revenue) as per statement of profit and loss	9,082.83	7,687.49

(v) Significant changes in contract assets and liabilities

Description	Year ended 31 March 2021	Year ended 31 March 2020
Opening balance	258.43	71.45
Add: addition during the year	668.44	253.81
Less: revenue recognised during the year from opening liability	240.00	66.83
Closing balance	686.87	258.43

47. The Company has considered the possible effects that may result from the Covid 19 pandemic on the carrying amounts of property, plant and equipment, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the management, as at the date of approval of these financial statements, has used internal and external sources on the expected future performance of the Company. The management has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, expects that the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Given the uncertainties of the pandemic, the Company will continue to closely monitor any material changes to future economic conditions.

For Walker Chandiok & Co LLP

Chartered Accountants
Firm Registration Number:001076N/N500013

Rohit Arora

Partner
Membership No.: 504774

Place: New Delhi

Date: 09 June 2021

**For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal

Chairman & Managing Director
DIN: 00063470

Shubham Jain

Company Secretary
Membership No. : ACS 49541

Place: New Delhi

Date: 09 June 2021

RaghavKumar Agarwal

Executive Director
Chief Executive Officer &
Chief Financial Officer
DIN: 02836610



CORPORATE OFFICE
F-0, The Mira Corporate Suites,
1 & 2, Old Ishwar Nagar, Mathura Road, New Delhi - 110065, India