PIL ITALICA

LIFESTYLE LIMITED

28th ANNUAL REPORT

2019-20

BOARD OF DIRECTORS

Daud Ali	Managing Director
Narendra Bhanawat	Whole Time Director and Chief Financial Officer
Magan Lal Sharma	Director
Mukesh Kumar Kothari	Director
Namrata Babel	Director
Asha Jain	Director

COMPANY SECRETARY

Aditi Parmar (appointed w.e.f. April 23, 2019)
Chirag Gupta (ceased w.e.f. April 22, 2019)

AUDITORS

M/s Ajay Paliwal & Co.
Chartered Accountants

BANKERS

UCO Bank

COMMITTEE OF THE BOARD

AUDIT COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

NOMINATION AND REMUNERATION COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

STAKEHOLDERS RELATIONSHIP COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

REGISTERED OFFICE & WORKS

Kodiyat Road,
Village : Sisarma
District : Udaipur (Raj.) 313031

INVESTOR QUERIES

email:-investor@italica.com

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail addresses with the company.

PIL ITALICA LIFESTYLE LIMITED
CIN : L25207RJ1992PLC006576
Regd. Office : Kodiyat Road, Village : Sisarma, Udaipur (Rajasthan)-313031
Tel. : +91 294 2432271 Fax : 91 294 2430411
Website : www.italica.com
E-mail : info@italica.com

N O T I C E OF TWENTY EIGHTH ANNUAL GENERAL MEETTING

NOTICE is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the Members of PIL ITALICA LIFESTYLE LIMITED will be held on Friday, 24th July, 2020 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility and also at the registered office of the Company at Kodiyat Road, Village: Sisarma, Udaipur – 313031 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, alongwith the Reports of the Directors' and Auditors' thereon.

2. To appoint a Director in place of Mr. Narendra Bhanawat (DIN: 00146824), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Daud Ali (DIN:00185336) as Managing Director

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

"**RESOLVED THAT** in pursuance of the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Daud Ali (DIN:00185336), as Managing Director of the Company for a period of three (3) years with effect from 01.04.2021, on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions of section 197(3) and other applicable provisions, if any of the Companies Act, 2013, and the rules made there under Mr. Daud Ali, Managing Director, will be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions.

Registered Office:	By Order of the Board of Directors
Kodiyat Road,	Sd/-
Village: Sisarma	Aditi Parmar
Udaipur – 313031	Company Secretary
Dated: 18.06.2020	M. No. : A37301

Note :

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 28th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 15 and available at the Company's website www.italica.com.

2. A Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 3 of the accompanying Notice are annexed hereto.

3. Brief Resume and other details of the Director seeking reappointment under Item No.2 and 3 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.

4. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.italica.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited ((agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from 17.07.2020 to 24.07.2020 (both days inclusive).

8. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.

9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

10. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

12. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 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.

13. The company has a dedicated E-mail address - investor@italica.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your query at the earliest.

14. Route map of the Company is enclosed at the end of this notice. However members attending AGM through VC/OAVM, Route Map is not required.

15. **Process and manner for members opting for voting through Electronic means:**

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 on the date of the AGM will be provided by CDSL.

(ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, July 17, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

(iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, July 17, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

(iv) The remote e-voting will commence on Tuesday, July 21, 2020 at 9.00 a.m. and will end on Thursday, July 23, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, July 17, 2020, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

(v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, July 17, 2020.

(vi) The Company has appointed Mr. Ashok Modi, Practicing Chartered Accountant (FCA No.:074488) proprietor of M/s A. Modi & Co., Chartered Accountants, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

16. 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 (investor @italica.com /RTA email id (rnt.helpdesk@linktime.co.in)

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 (investor@italica.com /RTA email id (rnt.helpdesk@linktime.co.in)

17. The instructions for shareholders for Remote voting are as under:

(i) The voting period begins on Tuesday 21st July, 2020 at 09.00 a.m. and ends on Thursday 23rd July, 2020 at 05.00 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 Friday, July 17, 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at

https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) **Note 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; investor@italica.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

  In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

18. The Instructions For Shareholders For E-Voting During the AGM Are As Under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

19. The instructions for shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 10 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (investor@italica.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (investor@italica.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

20. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-Voting, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favor or against, if any, and submit the same to the chairman of the meeting. The chairman or the authorized director / company secretary shall declare the results. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.italica.com and on the website of CDSL i.e. www.cdslindia.com and shall also be communicated to the Stock Exchanges where the shares of the Company are listed. The resolution shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favor of the resolutions.

Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

The present term of appointment of Mr. Daud Ali as Managing Director will expire on 31.03.2021. Mr. Daud Ali is looking after the day to day business activities of the Company.
The continuity of the present management will help the Company in attaining its object in better and harmonious way. The Board of Directors of the Company at their Board meeting held on 18.06.2020 and as recommended by the Nomination and Remuneration Committee, re-appointed Mr. Daud Ali as Managing Director for a period of three (3) years with effect from 01.04.2021 to 31.03.2024 subject to the approval of the shareholders. The proposed remuneration is within the limits and other terms of clause (A) Section II of Schedule V to the Companies Act, 2013 as amended.

The terms and conditions of the re-appointment of Managing Director are embodied in the agreement to be made between the Company and the Managing Director. The broad particulars of remuneration proposed to be paid to the said managing Director during his term of office are as under:

Name and Designation	Tenure	Basic Salary per month (Rs.)	Perquisites and Allowances per month (Rs.)
Mr. Daud Ali Managing Director	01.04.2021 to 31.03.2024	Rs. 3,50,000 /- per month in the scale of Rs. 2,00,000 per month to Rs. 6,00,000 per month	Perquisites and Allowances: upto 40 % of the basic salary.

The annual increment which will be effective from 1st April every year will be decided by the Board and will be merit based taken into account the Company's performance.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder (including any statutory

modification or re-enactment thereof for the time being in force). However, the Company's contribution to provident fund, superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act,1961, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Daud Ali , Managing Director shall be paid the salary and perquisites as specified herein above. The agreement may be terminated at any time by either party giving a three month notice in writing.

Copy of the draft letter for appointment of Mr. Daud Ali as Managing Director of the Company setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during business hours on any working day.

This may be treated as an abstract of the draft agreement between the Company and Mr. Daud Ali pursuant to section 190 of the Companies Act, 2013. The proposed remuneration is within the limits of the schedule V as amended to the Companies Act, 2013.

The terms and conditions set out for the re-appointment and payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances, payables to the said Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Managing Director shall not exceed the limits specified under section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) or any amendment made thereto.

Statement as required under Section II of the Schedule V of the Companies Act, 2013 :

I. GENERAL INFORMATION	
1. Nature of Industry	Plastic moulded furniture and other articles
2. Date of commencement of commercial production	12.03.1993
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable in view of the point 2 hereinabove
4. Financial performance based on given indicators	Year – 2019-20 (Rs. In Lakhs)
	Total Revenue: 4878.83
	Total Expenses: 4446.01
	Profit Before Tax: 432.82
	Profit After Tax: 79.91
5. Export performance and net foreign exchange collaborations	Nil
6. Foreign investments or	NIL

collaborators, if any	
II. INFORMATION ABOUT THE APPOINTEE	
1. Back ground details	Mr. Daud Ali aged 59 years is a young and dynamic person with 40 years of vast and rich experience of the plastic industry in general and general administration, production, marketing etc. in particular. He has been working on the Board of the Company and holds the position of Managing Director since 1992 .He holds the bachelor's degree in commerce. He has been managing day to day affairs of the Company subject to the superintendence, control and directions of the Board of Directors of the Company.
2. Past remuneration	(a) Salary: Rs. 3,50,000/- per month in the scale of Rs. 2,00,000 per month to Rs. 6,00,000 per month . (b) Perquisites and Allowances : upto 40 % of the basic salary.
3. Recognisation or awards	NIL
4. Job profile and his suitability	Looking to his job profile as mentioned in 1 above, Mr. Daud Ali appears to be suitable.
5. Remuneration proposed	(a) Salary: Rs. 3,50,000/- per month in the scale of Rs. 2,00,000 per month to Rs. 6,00,000 per month . (b) Perquisites and Allowances : upto 40 % of the basic salary.
6.Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	The proposed remuneration of Mr. Daud Ali has been benchmarked with the remuneration being drawn by similar positions in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Daud Ali holds 3,16,200 equity shares in the capital of the Company as on the date of this notice and do not have any relationship with other managerial personnel.

III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits	This is not applicable. During the year 2019-2020, the Company earned profits and the profits are adequate to cover the managerial remuneration in accordance with the provisions of the Companies Act, 2013. This is done with an abundant precaution to take care of future contingencies, if any.
2. Steps taken or proposed to be taken for improvement	The Company is continuously taking steps to improve its top line and as well bottom line by cost control and cost reduction methods, better distribution, effectively and harmoniously utilizing its available resources focused with higher yields.
3. Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, with the steps taken as narrated at point no. 2 hereinabove, it is expected that the bottom line will improve at least by 45% over the previous year's performance. In the financial year 2019-20, the Company's profit before tax is Rs. 432.82 Lakhs.
IV. Disclosures : In heading "Corporate Governance-In the Board of Directors' report	The same will be provided in the Annual Report as per the requirements.

None of the Directors of the Company except Mr. Daud Ali and his relatives to the extent of their shareholdings in the company, if any, is interested or concerned in any way financially or otherwise, in this resolution.

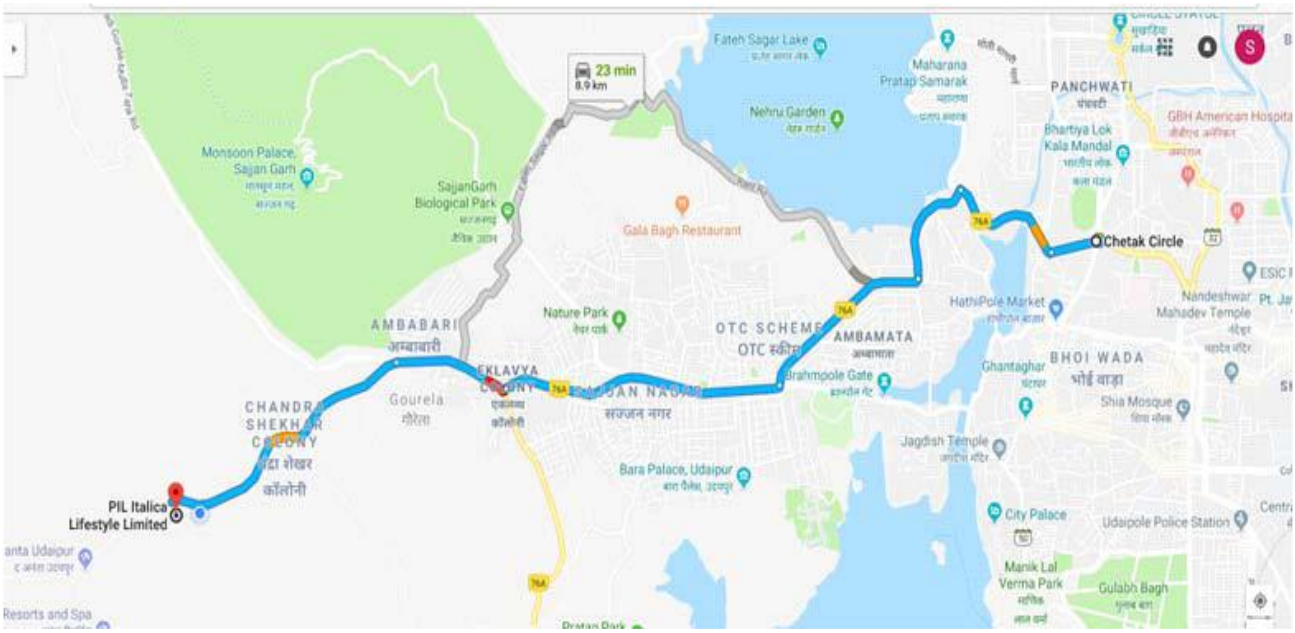
The Board of Directors accordingly recommends the above resolution as set out in Item No. 3 for approval of members of the Company.

Registered Office : By Order of the Board of Directors
Kodiyat Road, Sd/-
Village: Sisarma Aditi Parmar
Udaipur – 313031 Company Secretary
Dated : 18.06.2020 M. No. A37301

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY THE ICSI:

Name of Director	**Narendra Bhanawat**	**Daud Ali**
DIN	00146824	00185336
Nationality	Indian	Indian
Date of Birth	29.06.1967	22.12.1960
Date of Appointment on the Board	12.02.2002	01.05.1992
Qualifications	Graduate in Commerce	Graduate in Commerce
Nature of Expertise	Accounts and Finance	Accounts, Finance, Marketing and General Administration
Relationship with other Directors	Not related with any Director of the Company.	Not related with any Director of the Company.
Directorship held with other companies	Eduvisor Services Private Limited.	1. Eduvisor Services Private Limited 2. Dawood Investment Private Limited 3. Peacock Innovation Private Limited 4. Lion Houseware Private Limited 5. Safe Polymer Private Limited
Committee Membership /Chairmanship in other Companies	None	None
No. of equity shares held in Company	400 equity shares	316200 equity shares

Route map to the deemed venue of AGM



DIRECTORS' REPORT

To The Members of PIL ITALICA LIFESTYLE LIMITED

The Directors of your Company have pleasure in presenting the Twenty Eighth (28th) Annual Report together with the Audited accounts of the Company for the year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS

Your Company's performance during the year as compared to the previous year is summarized below:

		(Rs. in Lakhs)
Particulars	**2019-2020**	**2018-2019**
Revenue from Operations	4878.83	5410.50
Profit before Taxation	432.82	372.28
Less: Tax Expenses	(352.91)	(58.00)
Profit after Tax	79.91	314.28
Add: other Comprehensive Income	-	-
Add: Balance brought forward from Previous year	(461.05)	(775.33)
Balance Profit/(Loss) carry forward to the next year	(381.14)	(461.05)

2. STATE OF COMPANY'S AFFAIRS

The Company is engaged in the manufacturing of plastic goods in general and moulded furniture in particular. Our moulded furniture covers the range of high value added products such as chairs, tables, trolleys, crates for vegetable packing, sun loungers and multipurpose storage bins. During the year, the Company earned revenue from operations of Rs. 4878.83 Lakhs as against Rs. 5410.50 Lakhs in corresponding previous year and earned a net profit after tax Rs. 79.91 Lakhs.

In view of further expansion and to enlarge the existing market, Company has entered into the untapped regions of our Country which will help company to market its products in large scale. Company has entered into an agreement for marketing and distribution of new variety of products along with other products under plastic moulded furniture segment. This will help company for better expansion in its existing range of products and will definitely increase our distribution channel in large numbers. Company is also planning for expansion with wide range of its products in southern India as well as untouched areas of the remaining parts of India. As a result of this arrangement, we are expecting increase in revenue and profits in the upcoming years.

Impact of COVID 19

Due to outbreak of COVID-19 globally and in India, the Company's management has made initial assessment of likely adverse impact on business and financial risks on account of COVID-19. After the guidelines issued by the authorities regarding exemption, the Company resumed its part manufacturing operations in a phased manner from 15th April, 2020, considering the order requirements with the available workforce. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. Currently, no major impact on the assets of the Company is envisaged and the Company will comfortably be able to service its business commitments and other statutory financial obligations. At present the management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

3. DIVIDEND

Keeping in view the requirement of funds for future expansions, your directors do not recommend any dividend for the year ended on March 31, 2020.

4. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on 31st March 2020 stood at Rs. 2350.00 Lakhs comprising of 23,50,00,000 shares of Re. 1/- each. The Company has not issued any further shares during the year.

5. LISTING OF SHARES

The Equity Shares of the Company are listed on National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 and BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and the listing fee for the Financial Year 2020-2021, has been paid.

6. CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

7. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statement relates and the date of report.

8. EXPORTS

There were no exports during the year. But your Company is planning further to increase its exports in the global market with diversified and fine quality products.

9. TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves for the financial year 2019-20.

10. DEPOSITS

The Company has not accepted any deposit falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

11. PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186

Company has not given any loans, guarantee and made investments as covered under provision of Section 186 of the Companies Act, 2013 during the year.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contract or arrangement with any person including persons covered under sub – section (1) of section 188 of the Companies Act, 2013. The disclosures are mentioned in the notes to Financial Statements. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the Company's website: www.italica.com.

13. EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT-9 as required under Section 92(3) of the Companies Act, 2013 is annexed as **Annexure A** of this report. The annual return of the company has also been placed on the website of the company and can be accessed at www.italica.com.

14. NUMBER OF MEETINGS OF THE BOARD

During the financial year 2019-2020, the Board met Seven (07) times held on 22th April 2019, 15th May 2019, 09TH August 2019, 08TH November 2019, 16th December 2019, 06th January 2020 and 08th February 2020.

15. COMMITTEE OF BOARD OF DIRECTORS

As on 31 March, 2020, the Board has 3 Committees namely the Audit Committee, the Nomination and Remuneration Committee and Stakeholders Relationship Committee. A detailed note on the Composition of the Board and its Committees and other relevant details is provided in the report on Corporate Governance annexed to this report.

16. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE

As on March 31, 2020, the Company does not have any subsidiary, joint venture or associate.

17. RISK MANAGEMENT

The Company believes that managing risks helps in maximizing returns. A risk management Policy have been developed and implemented by the company for identification of elements of risk if any, which in opinion of board may threaten the existence of the company. It aims to identify commodity prices, Price fluctuation of raw material and finished goods, Credit Risks, inflation, Strategic Risks, etc. The effectiveness of risk management framework and system is periodically reviewed by Board of Directors of the company. However, in the opinion of Board, none of the above-mentioned risks threaten the existence of the company.

18. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) **DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Narendra Bhanawat, Executive Director (DIN: 00146824), retires by rotation at the 28th Annual General Meeting, and being eligible, offers himself for re-appointment. A brief resume, nature of expertise, details of directorships and other information of directors proposed to be appointed/ re-appointed as stipulated in Secretarial Standard 2 and Regulation 36 of Listing Regulations is appended as an annexure to Notice of ensuing AGM.

b) KEY MANAGERIAL PERSONNEL

Reappointment of Mr. Daud Ali as Managing Director

The tenure of Mr. Daud Ali (DIN: 00185336) as Managing Director of the Company will expire on 31.03.2021. The Board recommended the reappointment of Mr. Daud Ali as Managing Director for a period of three (3) years with effect from 01.04.2021, subject to the approval of the shareholders.

During the financial year 2019-2020, Ms. Aditi Parmar, Company Secretary and Compliance Officer of the Company, appointed on April 23, 2019 and Mr. Chirag Gupta resigned on 22 April 2019 from his post.

19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Companies Act, 2013, the directors to the best of their knowledge and belief confirm that:

i) in the preparation of the annual accounts, the applicable Indian accounting standards had been followed along with proper explanation relating to the material departures;

ii) the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) the directors had prepared the annual accounts on a going concern basis;

v) the directors had laid down Internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. INDEPENDENT DIRECTORS AND THEIR MEETING

All the Independent Directors of the Company have given their declarations to the Company under Section 149(7) of the Act that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management.

All the Independent Directors have submitted their registration certificates to the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs under the relevant rules and those falling in the criteria will attempt the online proficiency self-assessment test in due course of time.

During the year under review a separate meeting of the Independent Directors of the Company was held on February 08, 2020, without the presence of other Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, performance of Chairperson of the Company and assessed the quality, quantity and timelines of flow of information between the Company management and the Board.

21. STATUTORY AUDITORS

In terms of the provisions of section 139 of the Companies Act, 2013, M/s. Ajay Paliwal & Co., Chartered Accountants, Udaipur (ICAI FRN: 012345C) have been appointed as Auditors of the Company to hold office from the conclusion of the 24th Annual General Meeting held on 23rd July 2016 until the conclusion of the 29th Annual General Meeting to be held in the financial year 2021-22, subject to ratification of their appointment by the members of the Company at every AGM. Pursuant to the amendments made under Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 07, 2018 the requirement of seeking ratification of the members for the appointment of statutory auditors has been withdrawn from the statute. In view of the above, ratification of members for continuance of their appointment at this Annual General Meeting is not being sought.

The company has received consent from the auditors that their firm is eligible to be reappointed as statutory auditors of the company in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

22. AUDIT REPORT

The Audit Report received by M/s. Ajay Paliwal & Co., Chartered Accountants, for the Financial Year 2019-20 does not contain any qualification or adverse remark.

23. SECRETERIAL AUDITORS AND THEIR REPORT

The secretarial audit report given by M/s P. Talesara & Associates, Practicing Company Secretary under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2019-20 does not contain any qualification, reservation or adverse remark. The secretarial audit report is provided as **Annexure B** forming part of this report.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is presented as a separate section as **Annexure C** forming part of annual report.

25. COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, appointment of cost auditor is not applicable to the company.

26. CEO/CFO CERTIFICATE

Chief Executive Officer and Chief Financial Officer compliance certificate as stipulated under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is annexed in this report.

27. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to Section 134 of the Companies Act, 2013 are as follows :

A. CONSERVATION OF ENERGY

Your company is continuously engaged in the process of energy conservation and is continuously putting its efforts to improve energy management by way of monitoring energy related parameters on regular basis. To achieve the above objective, the following steps are taken to cut down the consumption of energy:

- Installation of Energy Efficient Equipment / Device.
- Creating awareness of energy saving within the organization to avoid wastage of energy.
- R&D Activities and Adopting new Technology.

B. TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption:

- Continuously monitoring the production patterns and inclusion of new tested technology products.
- Constantly striving towards developing of new designs and products.
- Investing in new technology of moulds and machinery.

(ii) Benefits derived as a result of the above efforts:

- Increase in the production along with the improvement in quality.
- New and Innovative designed products.
- New designed products are also catching attention of the export market.

(iii) The company has not imported any technology during the year under review and also the expenditure incurred on Research and Development activity is insignificant.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earning and outgo in foreign exchange:

(Rs. in Lakhs)

Particulars	2019-20	2018-19
Earnings	Nil	18.30
Outgo	Nil	Nil

28. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company does not qualify under the provisions of Section 135 of the Companies Act, 2013.

29. NOMINATION AND REMUNERATION POLICY

The Company has in place the Nomination and Remuneration Committee. The Company has formulated the Nomination and Remuneration Policy on Directors, Key Managerial personnel and Senior Management Personnel, their appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of director. The Remuneration Policy is placed on the website of the Company www.italica.com under Investor Relation section and is also annexed as **Annexure D**.

30. CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations is annexed as **Annexure E.**

31. ANNUAL PERFORMANCE EVALUATION

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. A separate meeting was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board at its meeting following the meeting of Independent Directors.

32. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all Business verticals, by way of presenting specific performance of each Plant (based on predefined factory rating parameters), Product Category and Corporate Function from time to time. Details of familiarization programme to company's independent directors can be accessed at the company's website www.italica.com under policy head.

33. ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

The code of conduct and Vigil Mechanism applicable to directors and senior management of the company is available on the company's website at www.italica.com

34. DISCLOSURE ON THE REMUNERATION OF MANAGERIAL PERSONNEL

None of the employees was in receipt of remuneration excess of the limits prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1.	The ratio of remuneration of each director to the median remuneration of the employees of the company for the FY 2019-20	Mr. Daud Ali 17.01 : 1 Mr. Narendra Bhanawat 1.79 : 1		
2.	The percentage increase in remuneration of each Director, CFO, CEO, CS or manager if FY 2019-20	Name	Designation	Increase in Remuneration in the Financial Year 2019-20 (%)
		Mr. Daud Ali	Managing Director	No change
		Mr. Narendra Bhanawat	Whole time Director and Chief Financial Officer	12.98%
		Ms. Aditi Parmar (appointed on 23.04.2019)	Company Secretary	N.A
3.	The percentage increase in the median remuneration of employees in the financial year 2019-20	The percentage increase is 5.07 %		
4.	The number of permanent employees on the rolls of the company as on March 31, 2020	155 employees as at March 31, 2020		
5.	Average percentile increases already made in the salaries of employees other than managing 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	Average percentage increase in the salaries of employees other than managerial personnel is 6.47 %, whereas managerial remuneration has increased by 1.11 %. The management was drawing minimal salary so as to plough back company's profits.		
6.	Affirmation that the remuneration is as per the remuneration policy of the company	It is affirmed that the remuneration paid is as per the remuneration policy of the company		

35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

36. DEPOSITORY SYSTEM

The Company has already entered into agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

37. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Details regarding internal control system and their adequacy forms part of Management Discussion and Analysis report forming part of Directors Report.

38. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

39. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

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

40. FRAUDS AGAINST THE COMPANY

The auditors have not reported frauds under sub-section (12) of section 143 of the Companies Act, 2013.

41. GENERAL

Your directors state that no disclosure on reporting is required in respect of the following items as there were no transactions on these items during the year under review:

a) Issue of Equity Shares with differential voting rights as to dividend, voting or otherwise.
b) Business Responsibility Statement
c) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
d) No significant and material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

42. ACKNOWLEDGEMENT

Your Directors place on record their appreciation for assistance and co-operation received from various Ministries and Department of Government of India and other State Governments, financial institutions, banks, shareholders of the Company etc.

The management would also like to express great appreciation for the commitment and contribution of its employees for their committed services. Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors

Sd/-	Sd/-
DAUD ALI	**NARENDRA BHANAWAT**
Managing Director	Whole Time Director & Chief Financial Officer
DIN: 00185336	DIN: 00146824

Place: Udaipur
Date: 18.06.2020

ANNEXURE A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March,2020

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L25207RJ1992PLC006576
2.	Registration Date	16.03.1992
3.	Name of the Company	PIL ITALICA LIFESTYLE LIMITED
4.	Type of the Company	Public Company
5.	Category/ Sub-Category of the Company	Category: Company Limited by shares Sub-Category : Indian Non Government Company
6.	Address of the registered office and contact details	Kodiyat Road, Village: Sisarma, Udaipur- 313031, 0294-2432271/72
7.	Whether listed company Yes / No	YES
8.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083. E-Mail : rnt.helpdesk@linkintime.co.in Phone : 022-49186270 , Fax : 022-49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and description of main products / services	NIC Code of the Product/ service (NIC 2008)	% to total turnover of the company
1.	Manufacture of Plastic articles	31004	87.60 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Name of Company	Address of Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Dawood Investment Private Limited	201,Oasis Park,40, Ambavgarh Udaipur - 313 004	U65993RJ1991PTC006094	Holding	65.98%	2(46)

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

i) Category-wise Share Holding

Sr. No	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the end of the year - 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	316200	0	316200	0.136	316200	0	316200	0.1346	0
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)									
	Bodies Corporate	155057200	0	155057200	65.9818	155057200	0	155057200	65.9818	0
	Sub Total (A)(1)	155373400	0	155373400	66.12	155373400	0	155373400	66.12	0
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	155373400	0	155373400	66.1163	155373400	0	155373400	66.1163	0
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	54000	54000	0.023	0	54000	54000	0.023	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions / Banks	1400448	79600	1480048	0.6298	1400448	79600	1480048	0.6298	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)									
	Sub Total (B)(1)	1400448	133600	1534048	0.6528	1400448	133600	1534048	0.6528	0
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	22322699	995600	23318299	9.9227	22587536	977400	23564936	10.0276	0.1049
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	30672795	0	30672795	13.0523	32109209	0	32109209	13.6635	0.6112
(b)	NBFCs registered with RBI	11000	0	11000	0.0047	0	0	0	0	-0.0047
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0

(e)	Any Other (Specify)									
	Trusts	400	0	400	0.0002	400	0	400	0.0002	0
	Hindu Undivided Family	4557666	0	4557666	1.9394	4796994	0	4796994	2.0413	0.1019
	Non Resident Indians (Non Repat)	156284	0	156284	0.0665	186747	0	186747	0.0795	0.013
	Non Resident Indians (Repat)	200207	153200	353407	0.1504	277346	152000	429346	0.1827	0.0323
	Overseas Bodies Corporates	6000	0	6000	0.0026	6000	0	6000	0.0026	0
	Clearing Member	565890	0	565890	0.2408	52312	0	52312	0.0223	-0.2185
	Bodies Corporate	18415211	35600	18450811	7.8514	16911008	35600	16946608	7.2113	-0.6401
	Sub Total (B)(3)	76908152	1184400	78092552	33.2309	76927552	1165000	78092552	33.2309	0
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	78308600	1318000	79626600	33.8837	78328000	1298600	79626600	33.8837	0
	Total (A)+(B)	233682000	1318000	235000000	100	233701400	1298600	235000000	100	0
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0	0
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	233682000	1318000	235000000	100	233701400	1298600	235000000	100	0

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the end of the year - 2020			% Change during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	
1	DAWOOD INVESTMENT PRIVATE LIMITED	155057200	65.9818	0	155057200	65.9818	0	0
2	DAUD ALI	316200	0.1346	0	316200	0.1346	0	0
	Total	155373400	66.1163	0	155373400	66.1163	0	0

iii) Change in Promoters' Shareholding

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	DAWOOD INVESTMENT PRIVATE LIMITED	155057200	65.9818	155057200	65.9818
2	DAUD ALI	316200	0.1346	316200	0.1346

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

Sr No.		Shareholding at the beginning of the year - 2019		Cumulative Shareholding at the end of the year - 2020	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	PARK CONTINENTAL PRIVATE LIMITED	11385581	4.84	10398029	4.42
2	BONANZA PORTFOLIO LTD	4471918	1.90	3982921	1.69
3	SATENDRAPAL SINGH CHHABRA	3045770	1.30	3045770	1.30
4	MADAN MOHAN MANGAL	2312920	0.98	2337920	0.99
5	RAJMANI GORWARA	1454084	0.62	2085430	0.89
6	SANJEEV GORWARA HUF .	1671908	0.71	1671908	0.71
7	CHHAVI GOYAL	1600000	0.68	1600000	0.68
8	SHAILJA MANGAL	1384405	0.59	1434500	0.61
9	HDFC BANK LTD	1372448	0.58	1372448	0.58
10	INDIA ADVANTAGE SECURITIES PRIVATE LIMITED	61601	0.03	1125711	0.48

**The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.*

v) Shareholding of Directors and Key Managerial Personnel:

SR. NO.	For each of Director & KMP	Shareholding at the beginning of the year (01.04.2019)		Cumulative shareholding during the year (as on 31.3.2020)	
		No of shares	% of the total shares of the Company	No of shares	% of the total shares of the Company
1.	Daud Ali, Managing Director	316200	0.13	316200	0.13
2.	Narendra Bhanawat, Whole time Director & CFO	400	0.00	400	0.00
3.	Aditi Parmar, Company Secretary	0	0.00	0	0.00

Note: No other Directors/ KMPs was holding any shares during the FY 2019-20.

V. INDEBTEDNESS

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

(Rs. In Lakhs)

	Secured loans excluding deposits	**Unsecured loans**	**Deposits**	**Total Indebtness**
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
• Addition	203.51	174.72	0	378.23
• Reduction	0	0	0	0
Net Change	203.51	174.72	0	378.23
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	201.51	174.00	0	375.51
ii) Interest due but not paid	2.00	0.72	0	2.72
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	203.51	174.72	0	378.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. NO.	Particulars of Remuneration	Name of MD/WTD/MANAGER		Total Amount (Rs. in Lakhs)
		Daud Ali (MD)	Narendra Bhanawat (Whole Time Director and CFO)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	47.04	4.96	52.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify	-	-	-
5	Others please specify	-	-	-
	Total	47.04	4.96	52.00

B. Remuneration to other directors: *No sitting fees and other benefits are given to Independent Directors*

C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD

Rs. In Lakhs

S.NO.	Particulars of remuneration	Key Managerial Personnel			
		Aditi Parmar, Company Secretary (Appointed on 23.04.2019)	Chirag Gupta, Company Secretary (till 22.04.2019)	CFO	Total Amount (Rs.)
1	Gross salary *(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961*	2.85	0.20	-	3.05
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others please specify	-	-	-	-
	Total (A)	2.85	0.20	-	3.05

VII.PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES – NIL

For and on behalf of the Board of Directors

Sd/-
DAUD ALI
Managing Director
DIN: 00185336

Sd/-
NARENDRA BHANAWAT
Whole Time Director &Chief Financial Officer
DIN: 00146824

Place: Udaipur
Date: 18.06.2020

ANNEXURE B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2020

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

To,
The Members,
PIL ITALICA LIFESTYLE LIMITED
CIN: L25207RJ1992PLC006576
Regd. Office: Kodiyat Road, Village Sisarma,
Udaipur, Rajasthan-313001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PIL ITALICA LIFESTYLE LIMITED (name of the company) (herein after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the PIL ITALICA LIFESTYLE LIMITED (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives made available to us through electronic mode, during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by PIL ITALICA LIFESTYLE LIMITED ("the Company") for the financial year ended on 31.03.2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under for specified Sections and Rules notified and came into effect from respective dates and a list of documents verified is as per Annexure A

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (**Not applicable to the company during the audit period**)

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, ('SEBI Act') 1992:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with amendment made vide Regulations 2019; **(Not applicable to the company during the audit period)**;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, now known as SEBI (Share based Employees Benefits) Regulations, 2014 **(Not applicable to the company during the audit period)**;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period)**;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the audit period)**; and

(h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **(Not applicable to the company during the audit period)**;

i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015.

(vi) Other Laws as applicable to the company as certified by the Management:

A.Water (Prevention & Control of Pollution) Act 1974 and Air (Prevention & Control of Pollution) Act 1981.

B.Labour Laws pertaining to ESI and PF

C. Negotiable Instruments Act 1881

D. Factories License from Factories & Boilers Department

E. Goods and Service Tax (Central)

F. Goods and Service Tax (State)

G. Gratuity policy

H. Income Tax Act 1961

I. The Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE and NSE Stock Exchange(s).

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Reappointment of Mrs. Namrata Babel as an Independent Director for 5 years and Reappointment of Mr. Narendra Bhanawat as whole time Director for 2 years were duly carried out in compliance with the provisions of the Act during the year. No other changes in the composition of the Board of Directors took place during the period under review.

Adequate notice has been given to all the directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for meaningful participation at the meeting. All Decisions at board meeting and Committee meetings have been carried out as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that

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

I have relied on the Representation made by the Company and its officers for systems and mechanism formed by the company for compliances under other Acts, laws and Regulations applicable to the Company.

In case of return filing for PF, ESI, TDS and GST, I have relied on the Reports given by the Internal Auditors of the Company.

For P. Talesara & Associates
Company Secretaries
Sd/-
(Pawan Talesara)
Proprietor
FCS No.: 8096, C P No.: 2674
UDIN: F008096B000353232

Place: Udaipur (Raj.)
Date: 18.06.2020

Annexure-A of Secretarial Audit Report:

List of Documents verified under Co. Act 2013

1. Memorandum and Articles of Association of the Company
2. Annual Return for the Financial year ended 31.03.2019
3. Minutes of the meetings of the Board of Directors, Audit Committee and Nomination and Remuneration Committee along with Attendance Register maintained during the financial year under Report
4. Minutes of general board meetings held during the financial year under Report
5. All statutory Registers
6. Agenda papers sent for the Board Meetings and Committee Meetings
7. Declaration received from the Directors of the company pursuant to the provisions of section 184 of the companies Act, 2013 and attachments thereto during the financial year under Report.
8. E- Forms filed by the company, from time- to-time, under applicable provisions of the Companies Act, 2013 and attachments there to during the financial year under Report.

For P. Talesara & Associates
Company Secretaries
Sd/-
(Pawan Talesara)
Proprietor
Place: Udaipur (Raj.) FCS No.: 8096, C P No.: 2674
Date: 18.06.2020 UDIN: F008096B000353232

This Report should be read with my letter of even date which is annexed as Appendices A and forms an Integral Part of this Report.

Appendices A

To,
The Members,
PIL ITALICA LIFESTYLE LIMITED

My Report of given date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practice I followed, provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of Laws, rules and regulation and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable Laws, rules, regulation and standards is the responsibility of management. My examination was Limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For P. Talesara & Associates
Company Secretaries
Sd/-
(Pawan Talesara)
Proprietor
Place: Udaipur (Raj.) FCS No.: 8096, C P No.: 2674
Date: 18.06.2020 UDIN: F008096B000353232

ANNEXURE C

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to SEBI (LODR) Regulations, 2015, your Directors have the pleasure in presenting the Management Discussion and Analysis Report for the year ended on March 31, 2020.

A. INDUSTRIAL STRUCTURE AND DEVELOPMENT

PIL Italica Lifestyle Limited, 28-year old global brand has successfully spearheaded the manufacturing of plastic moulded furniture, crates and bins in India. Against Company's installed capacity of 6050.00 M.T., production of the Company during the year 2019-2020 was 3733.033 MT and Capacity utilization 61.70 % . Your Company is making all possible efforts to increase capacity utilization, so that per piece fix cost can be reduced and Company will be in position to increase its profit.

Manufacture of Plastic Moulded Articles:

Your Company is leading producer of plastic moulded furniture and is engaged in manufacturing of chairs, tables, crates, bins etc. We have an all-inclusive and varied range of plastic furniture products. Our brand - ITALICA, is one of the leading brands in the plastic furniture market in India. It has presence in various International markets such as middle east, Qatar, Australia, Haiti etc. In the current year, we have introduced several new products in our portfolio to stay ahead in line of furniture, to provide innovative products which will enhance the offerings and availability of wide range of products to distributors, retailers and consumers to a large extent. We offer products both in the affordable and the premium categories, catering to all the segments of the society.

During the year, ITALICA proudly unveiled a new identity with the launch of their new logo. The main objective behind redesigning the logo is to create new visual personality that reflects the lineage, vision and values of the company. The new brand logo also resonates with the company's future endeavors and to give are freshing aesthetic appeal. The main concept behind our new ITALICA logo is a CUBE.

Italica has launched its new series in armchairs namely OXY Series and PLASTEEL Series based on the requirements of the customers. Oxy Series is India's 1st fully ventilated stackable chair. Its design is exquisite, comfort unmatched and a perfect chair for any home. Plasteel Series has been designed with a unique combination of ultra modern look and resistant to wear and tear. It brings together a perfect combination of the versatility of plastic with the strength of steel. This new series is vibrant, light weight but durable and a sleek design.

Your Company witnessed a substantial growth in the production of its latest range of various crates adding a new crate moulds. Company has acquired new moulds for manufacturing and supply of new variety in crates to produce excellent quality products in crates. Your company is making different sizes in crates to cater the needs of our clients dealing in e commerce, e grocery, textile, bakery, automobile and other industrial and catering sector along with food and vegetable vendors.

We are one of the prominent manufacturers engaged in offering a premium quality range of Plastic Crates. Made from excellent quality of raw material, our products are highly resistant towards temperature and pressure. We offer these premium quality moulds in various sizes & colors, and can be availed by clients at industrial leading prices. By adding new crate mould, Italica will be producing new range of crate size (600*400*245 / 280 , 400*300*120/175 and Lid for 400 and 300) for its clients in addition to the existing sizes.

Your company also introduced "*Spine Care – 2109* which was especially designed to help people facing spinal disorders due to improper sitting / continuous long sitting during their working. It has comfortable seat with flexible backrest.

In addition, we have a varied range of chairs, tables, stools under our Luxury, Premium, Comfort and Baby Series. We also offer comfortable Sun Loungers and Trolley to fulfill all utilities.

Our products are available across the globe through ecommerce platforms viz Flipkart, Amazon, Pepperfry and Industry Buying and in a short span of time;

Company has become a preferred brand for furniture for customers.

Trading Segment: Company deals into trading activities. During the year, the revenue from trading segment is Rs. 221.54 Lakhs (Previous year - Rs. 741.54 Lakhs). The reduction is due to Company's more concentration on its manufacturing segment.

Finance and Investment: Company is engaged in the business of finance and investing activities. During the year, the revenue from this segment Rs. 251.38 lakhs (previous year- 268.74 lakhs). The Company is trying to generate more revenues from this segment in coming years.

***Service Segment*:** During the year, Company earned revenue of Rs. 107.04 Lakhs from service segment through consultancy and other services.

B. OPPORTUNITIES AND THREATS

Despite the increasing competition from the unorganized sector, company is continuously trying to increase its presence in the untapped market**. Company is** hopeful that it will be able to perform even better in future with the new product launches. Company will endeavor to maintain and enhance its position in the furniture market and increase focus on the range of Crates and Bins**.** The Company has to ensure that the people working for it who constitute its major competitive advantage continue to contribute productivity to its business. The Company has to be on the lookout for tracking the competition and maintaining its competitive edge in terms of quality and value proportion.

C. SEGMENT-WISE PERFORMANCE

The company is carrying out its activities in mainly four segments i.e. manufacturing of plastic moulded articles , trading division, finance and investment and service segment. During the year, company earned revenue of Rs. 4274.20 Lakhs (P.Y.- Rs. 4314.27 Lakhs) from manufacturing of plastic moulded articles, Rs. 221.54 Lakhs (P.Y.- Rs. 741.54 Lakhs) from trading, Rs. 251.38 Lakhs (P.Y.- Rs. 268.74 Lakhs) from finance and investment activities and incurred revenue of Rs. 107.04 Lakhs (P.Y. –Nil) from service segment during the year.

D. OUTLOOK

Your company has introduced new products during the year and is expecting good growth over time. The outlook for the Company appears bright on a long-term basis. The Company is hopeful that its performance in the years to come would be encouraging, as the Company is planning to launch new models of chairs and other articles. Your Company will endeavor to maintain and enhance its position in the furniture market.

E. RISKS AND CONCERNS

The activities of the Company exposes to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Company does regularly monitor ,analyze and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks. Your Company continues to follow suitable strategies to positively modify its risk profile by eliminating and significantly reducing key business and developing and implementing strategies to achieve the maximum possible degree of insulation from broad macroeconomic risks.

F. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your company has adequate systems of internal control covering all financial and operational activities. The internal control is designed to provide reasonable assurance with regard to maintaining proper accounting controls, protecting assets from unauthorized losses and ensuring reliability of financial and operational information and proper compliance with regulations. In the opinion of the Board, an internal control system are in place is efficient to the size of the Company. Your company's statutory auditors have, in their report, confirmed the existence of effective internal control procedures.

G. FINANCIAL PERFORMANCE

During the year, your company earned revenue from operations Rs. 4878.83 Lakhs in comparison to previous year i.e. Rs. 5410.50 Lakhs. Out of which exports were nil as against Rs. 18.30 Lakhs in the previous year. The profit before tax is Rs. 432.82 Lakhs as against Rs. 372.28 Lakhs in the previous year.

H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company is of the opinion that our people play a vital role in shaping the organization and hence we lay great emphasizing on optimizing their performance. The company provides fair and safe, equal environment at work to all the employees. The training and education of employees across department is ongoing process of the company. Your Company has the strength of 75 staffs and 80 workers. Our technical and well qualified staff efficiently uses their skills in internal as well as external opportunities for capturing new market trends and high growth of your organization. The company acknowledges and appreciates the contribution made by each and every employee.

I. SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, the significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

Financial Ratio	FY – 2019-20	FY - 2018-19	Reason for change
Debt Equity Ratio	0.06:1	0	Increase in borrowings
Operating Profit Margin (%)	9.68	6.09	Increase in Operating and Net Profit is due to more concentration on manufacturing activities.
Net Profit Margin (%)	8.87	6.88	

For and on behalf of the Board of Directors

Sd/-	Sd/-
Daud Ali	Narendra Bhanawat
Managing Director	Whole Time Director & Chief Financial Officer
DIN: 0185336	DIN: 00146824

Place: Udaipur (Raj)
Date: 18.06.2020

Disclaimer:

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, utmost care has been taken to ensure that the opinion expressed therein contain its perceptions on most of the important trends having a material impact on the Company's operations.

The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic and increasingly fraught with risk and uncertainties. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various Economic conditions, Government Policies and other related factors.

ANNEXURE D

NOMINATION AND REMUNERATION POLICY

1. PURPOSE:

The Nomination and Remuneration Policy is being formulated in compliance with Section 178 of companies Act, 2013 read along with the applicable rules thereto and Listing Regulation, as Amended from time to time. This policy is based on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by Nomination and Remuneration Committee (NRC or the committee) and has been approved by Board of Directors.

2. OBJECTIVE:

a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
b. Relationship of remuneration to perform is clear and meets appropriate performance benchmarks; and
c. Remunerations to directors and key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

3. DEFINITIONS:

"Directors" means a director in the company's board.

"Independent Director" means a director referred in sub section (6) of Section 149 of Companies Act, 2013.

"**Remuneration"** means any money or its equivalent given or passed to person for services rendered by him and includes perquisites as defined under Income Tax Act, 1961.

"Key Managerial Personnel"or KMP means**:**

a. Managing director or Chief Executive Director or Manager and in their absence a Whole time Director;
b. Company Secretary;
c. Chief Financial officer and
d. Such other officer as may be prescribed under the Companies Act,2013

"Senior Managerial Personnel" means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above including all Functional Heads.

4. ROLE OF COMMITTEE:

The role of NRC will be the following:

a. To formulate the criteria for determining qualifications, positive attributes and independence of a Director.
b. To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
c. To identify the persons who are qualified to become directors and who may be appointed in Senior Management in accordance with criteria laid down in this policy.
d. To devise a policy on Board diversity, composition, size.
e. Succession planning for replacing Key Executives and overseeing.
f. To perform and carry out any such other functions as is mandated by the Board from time to time and/ or enforced by any statutory notification or modification, as may be applicable.

5. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

a. The committee shall identify and ascertain the integrity, qualification, expertise of the person for appointment as Director, KMP or at Senior Management level and recommend his/ her appointment, as per Company's policy.
b. A person should posses adequate qualification, expertise and experience for the position he/she is considered for appointment. The committee has Authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.
c. The company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years

with the approval of shareholders by passing special resolution.

6. TERM / TENURE:

a. **MANAGING DIRECTOR/WHOLE-TIME DIRECTOR :**

The company can appoint or re-appoint any person as its Managing Director, Whole Time Director for a Fixed term not exceeding five years at a time or without any Limitation as to the period he is to hold such office and from time to time remove or dismiss him from office and appoint another in his place (subject to the provisions of any contract between him and company.)

b. **INDEPENDENT DIRECTOR :**

An Independent Director shall hold office for a term up to 5 consecutive years on the Board of the company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and Disclosure of such Appointment in the Board's Report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the Expiry of three years of ceasing to become Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly. A person shall not serve as an Independent Director in more than seven listed entities and any person who is serving as a Whole Time Director in any listed entity shall serve as an Independent Director is not more than three listed entities or such other number as may be prescribed under the Act.

7. EVALUATION:

The Committee shall carry out evaluation of performance of Directors, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

8. REMOVAL:

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

9. RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after the retirement age, for the benefit of the company.

10. POLICY FOR THE REMUNERATION TO DIRECTORS/ SENIOR MANAGEMENT PERSONNEL:

1. **Remuneration to Managing Director/Whole-time Directors**:

a). The Remuneration/ Commission etc. to be paid to Managing Directors, etc. shall be governed as per provisions of Companies Act, 2013 and rules made there under or any other enactment for the time being in force and approvals obtained from the Members of the Company.

b). The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-Time Directors.

2. **Remuneration to Non-Executive / Independent Directors**:

a). The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The Amount of sitting fees shall be such as may be recommended by Nomination and Remuneration Committee and approved by Board of Directors.

b). All the Remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meeting as prescribed as under section 197(5) of Companies Act 2013) shall be subject to ceiling limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Amount of

remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholder as the case may be.

c). An Independent Director shall not be eligible to get Stock options and also shall not be eligible to participate in any share based payment schemes of the company.

d). Any remuneration paid to Non- Executive / Independent Directors for Services rendered which are of professional in nature shall not be considered as part of remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i. The services are rendered by such Director in his capacity as the professional; and
ii. In the opinion of the Committee, the director possesses the requisite for the practice of that professional.

3. Remuneration to Key Managerial Personnel and Senior Management Personnel:

a) The Remuneration to KMP and Senior Management Personnel shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the companies policy.

b)The fixed pay shall include monthly remuneration, employees contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

c) The incentive pay shall be decided based on the balance between performance of the company and performance of the Key Managerial Personnel and Senior Management, to be decide annually or at such intervals as may be considered appropriate.

4. **Implementation:**

- The committee may issue guidelines, procedures, formats, reporting, mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The committee may delegate any of its powers to one or more of its members.

ANNEXURE E

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended March 31, 2020 is presented below:

1) COMPANY'S PHILOSOPHY

At PIL ITALICA LIFESTYLE LIMITED we are committed of doing business in an efficient, responsible, honest, and ethical manner. Our Corporate Governance is the reflection of our value system encompassing our culture, policies and relationships with our stakeholders.

Corporate Governance is all about commitment to values and ethical business conduct. Corporate Governance practices goes beyond compliance and involves a companywide commitment and has become the integral part of business to ensure fairness, transparency and integrity of the management. Our guiding principles and practices are summarized in Corporate Governance Report. Pursuant to provision of companies Act 2013 and Regulation 34 of the Listing regulation, the report contains the details of Corporate Governance System and process at PIL ITALICA LIFESTYLE LIMITED. We believe in adopting the well accepted corporate Governance practices and benchmark the same and strive to improve them continuously.

2) BOARD OF DIRECTORS

a. Composition and category of Directors

As on March 31, 2020 the Board comprises of 6 members, out of which 3 are independent directors. Mr. Daud Ali is the Managing Director of the company, who conducts the day to day management of the company, under consistent support of Board of directors. The independent directors on the Board are also the specialist in their respective fields. There is no fixed Chairman on the Board.

Board Composition and category of directors:

Sr. No	**Name of Director**	**Promoter/ Non-Promoter**	**Category**
1	Mr. Daud Ali	Promoter	Executive Director
2	Mr. Narendra Bhanawat	Non Promoter	Executive Director
3	Mr. Magan Lal Sharma	Non Promoter	Non Executive Independent Director
4	Mr. Mukesh Kumar Kothari	Non Promoter	Non-Executive
5	Mrs. Namrata Babel	Non Promoter	Non Executive Independent Director
6	Mrs. Asha Jain	Non Promoter	Non Executive Independent Director

b. Attendance of each Director at the Board Meeting and Annual General Meeting

Details of Directors and their attendance in meetings are referred below:

Sr. No	Name of Director	Attendance at Board meeting		Whether last Annual General Meeting attended
		No. of meetings held	No. of meetings attended	
1	Mr. Daud Ali	7	7	Yes
2	Mr. Narendra Bhanawat	7	7	Yes
3	Mr. Magan Lal Sharma	7	7	Yes
4	Mr. Mukesh Kumar Kothari	7	7	No
5	Dr. Namrata Babel	7	7	No
6	Mrs. Asha Jain	7	7	No

c. Number of other board of directors or committees in which a directors is a member or chairperson

Sr. No	Name of Director	Directorships in Other Board of Directors	Memberships of Committees of Other Boards	Chairmanships Of Committees of Other Boards	Names of the other listed entities where the person is a director and the category of directorship
1	Mr. Daud Ali	5	0	0	-
2	Mr. Narendra Bhanawat	1	0	0	-
3	Mr. Magan Lal Sharma	0	0	0	-
4	Mr. Mukesh Kumar Kothari	0	0	0	-
5	Dr. Namrata Babel	0	0	0	-
6	Mrs. Asha Jain	5	0	0	-

Notes:

- None of the directors of the company holds directorships in any other listed entities in the year 2019-20.
- None of the directors holds shares in the company except Mr. Daud Ali (316200 shares) and Mr. Narendra Bhanawat (400 shares) as on March 31, 2020.
- Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

d. Number of meetings of the board of directors held and dates on which held

During the financial year 2019-20, the Board met Seven (07) times on 22nd April 2019, 15th May 2019, 09th August 2019,08th November 2019, 16th December 2019, 06th January 2020 and 08th February 2020. Annual General Meeting of the company was held on Friday , June 28, 2019 at the registered office of the Company.

e. Disclosure of relationships between directors inter-se

There are no inter se relationships between our Board Members.

f. Number of shares and convertible instruments held by non- executive directors

None of the Non-Executive Directors holds any share in the Company

g. Web link where details of familiarization programmes imparted to independent directors is disclosed

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all Business verticals.

The details regarding Independent Directors' Familiarization Programmes are given under the 'Investor Relation' section on the website of the Company and can be accessed at https://italica.com/investor-relations.

h. Chart / matrix setting out the skills/expertise/competence of the Board of Directors

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise and special skills. The skills and attributes of the Company can be broadly categorized as follows:

- **Business Leadership & Strategic Planning** – Experience in driving business in global market and leading management teams to make decisions in uncertain environments based on practical understanding, appreciation and understanding of short-term and long-term trends, strategic choices and demonstrating strengths, developing talent, succession planning.
- **Accounts and Finance** – Knowledge in financial and legal matters, financial planning, capital allocation and maintaining cordial relationship with various Bankers.
- **Compliance & Governance** - Experience in developing governance practices and observing the same, accountability and insight to the best interests of all stakeholders, driving corporate ethics and values.
- **Regulatory Expertise** – Understanding the legal regulations, for undertaking the best decision under the ambit of law, updation of such skills and monitoring of person performing such functions.

Core skills/ expertise/ competencies identified by the Board of Directors as required in the context of its business(es) and sector(s)	Names of Directors who have such skills / expertise / competence
Business Leadership and Strategic Planning	Mr. Daud Ali and Mr. Narendra Bhanawat
Accounts and Finance	Mr. Narendra Bhanawat and Mr. Mukesh Kothari and Mr. Magan Lal Sharma
Compliance & Governance	Mr. Daud Ali and Mr. Narendra Bhanawat
Regulatory Expertise	Mrs. Namrata Babel and Mrs. Asha Jain

i. Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, the Independent Directors fulfill the conditions specified under Companies Act 2013 and SEBI (LODR) Regulations, 2015 and affirm that they are independence of the management.

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

During the financial year 2019-20, none of the Independent Directors have resigned from their post as Independent director.

k. Directors Appointment/Re-Appointment

Mr. Narendra Bhanawat is liable to retire by rotation at the Twenty Eighth AGM and being eligible, offers himself for reappointment. Details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (ICSI) are attached with notice of AGM.

COMMITTEES OF THE BOARD

In Compliance with the Companies Act 2013 and Listing Regulation, the Board has constituted various committees with specific terms of reference and scope. The objective is to focus effectively on issues and ensure expedient resolution of the diverse matters. The constitution of the Board Committees is available on the Company's website, www. italica.com.

3) AUDIT COMMITTEE

a. Terms of reference:

The Audit Committee inter alia performs the function of approving Annual Internal Audit plan, review of financial reporting system, Internal controls system, discussion on quarterly, half yearly and annual financial results, interaction with statutory and internal Auditors, one-on-one meetings with statutory and internal Auditors, recommendation for the appointment of statutory auditor and their remuneration, recommendation for the appointment and remuneration of internal auditors, review of Business Management plan, review of internal audit reports significant related party transactions. The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

There are no subsidiary companies of the Company, hence new clause under Schedule II Part C, in Clause A (21) of SEBI (LODR) Regulations 2015 vide notification dated 09.05.2018 is not applicable.

b. Composition, Name of members and Chairperson

As on March 31, 2020, Audit Committee comprises of 3 directors and all of them are non-executive director. Mr. Magan Lal Sharma, Chairperson of Audit Committee is an independent director and has sound financial knowledge. The composition of audit Committee meets the requirement of Section 177 of the companies Act, 2013 and Regulation 18 of Listing Regulation. The Company secretary acts as the secretary to committee. Mr. Magan Lal Sharma, Chairman of Audit Committee was present in AGM 2019 to answer the queries of shareholders, if any.

Name of Director(s)	Designation	Category
Mr. Magan Lal Sharma	Chairman	Non-Executive Independent Director
Mr. Mukesh Kumar Kothari	Member	Non-Executive Director
Mrs. Namrata Babel	Member	Non-Executive Independent Director

c. Meetings and attendance during the year

The Audit Committee met four times during the financial year on 15th May 2019, 09th August 2019, 08th November 2019 and 08th February 2020. The necessary Quorum was present at the meetings. The composition and attendance of members at the meeting held for FY 2019-20 are given below:

Name of Director(s)	No. of Meetings held	No. of Meetings attended
Mr. Magan Lal Sharma	04	04
Mr. Mukesh Kumar Kothari	04	04
Mrs. Namrata Babel	04	04

4) NOMITATION AND REMUNERATION COMMITTEE

a. Brief description of Terms of reference:

The role of the Committee inter alia will be following:

Reviewing the overall compensation policy, service, agreements and other employment conditions of Managing/whole time Director(s) and Senior Management (one level below the Board):

i) To help in determining the appropriate size, diversify and composition of the Board.
ii) To recommend to the Board appointment/reappointment and removal of Directors;
iii) To frame criteria for determining qualifications, positive attributes and independence of Directors;
iv) Recommend to the board, all remuneration, in whatever form, payable to senior management.
v) Fixing the remuneration to executive Directors (the restrictions contained in the Companies Act, 2013 is to be considered;
vi) To create an evaluation framework for Independent Directors and the Board;
vii) To provide necessary reports to the chairman after the evaluation process is completed by the Directors;
viii) To assist in developing a succession plan for the Board;
ix) To assist the Board in fulfilling responsibilities entrusted from time to time;
x) Delegation of any of its powers to any Member of the Committee of the Compliance Officer.

The company has laid down Code of conduct for its Board members and Senior Management Personnel. All directors and designated personnel have affirmed compliance with their respective codes for the year under review. The declaration to this effect signed by Mr. Daud Ali, Managing Director and the same is annexed to this report.

b. Composition, Name of members and Chairperson

As on March 31, 2020 the Nomination and Remuneration Committee comprises of three Non-Executive Directors. Mr. Magan Lal Sharma acts as the chairperson of the Nomination and Remuneration Committee. The composition of the Committee meets the requirement of Section 178 of the companies Act, 2013 and SEBI Listing Regulations. The Company Secretary shall act the secretary to the committee. The Nomination and Remuneration Committee met twice i.e. on April 22, 2019 and May 15, 2019. The necessary Quorum was present at the meeting.

Name of Director(s)	Designation	Category
Mr. Magan Lal Sharma	Chairman	Non-Executive Independent
Mr. Mukesh Kumar Kothari	Member	Non-Executive
Mrs. Namrata Babel	Member	Non-Executive Independent

c. Meeting and attendance during the year

The composition and attendance of members at the meeting held for FY 2019-20 are given below:

Name of Director(s)	**No. of Meetings held**	**No. of Meetings attended**
Mr. Magan Lal Sharma	2	2
Mr. Mukesh Kumar Kothari	2	2
Dr. Namrata Babel	2	2

d. Performance evaluation criteria for independent directors

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all directors

(including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

5) REMUNERATION OF DIRECTORS

a) **All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:**

There is no pecuniary relationship or transactions of the non-executive director vis-à-vis the company.

b) **Criteria of making payments to non-executive directors:**

No sitting fee is paid to Non Executive Directors. The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Nomination and Remuneration Policy is also available on the website of the Company www.italica.com.

c) Disclosures with respect to Remuneration for FY 2019-2020:

(Rs. In Lakhs)

Name of Director	Category	Remuneration(Salary,perquisites & other allowances)	Stock option/ Bonus/ Other Performance linked incentives	Total
Mr. Daud Ali	Managing Director	47.04	Nil	47.04
Mr. Narendra Bhanawat	Whole time Director and Chief Financial Officer	4.96	Nil	4.96

Note:

- Service contract is for three years from Mr. Daud Ali w.e.f. April 01, 2018 and Mr. Narendra Bhanawat w.e.f May 29, 2019.
- Notice period is 3 Months from either side and Severance fees is not applicable.

6) STAKEHOLDERS RELATIONSHIP COMMITTEE

The company has Stakeholders Relationship Committee in compliance with the requirement of SEBI Listing Regulations and provisions of Section 178 of the Companies Act, 2013. As on March 31, 2020, the committee comprises of 3 members of whom 2 are Independent Director and 1 is Non-Executive Director. Mr. Magan Lal Sharma acts as the chairperson of Stakeholders Relationship Committee. The Company Secretary acts as the secretary to the committee.

The role of the committee shall inter-alia include the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
(2) Review of measures taken for effective exercise of voting rights by shareholders.
(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The meetings of the Committee are generally held as and when deemed necessary, to review and ensure that all investor requests/ grievances are redressed within a stipulated time period.

a) Name of Non-Executive Director heading the committee

Mr. Magan Lal Sharma , Non-Executive Independent Director was appointed as the Chairman of the Stakeholders Relationship / Grievance Redressal Committee. The Committee consists of the following persons:

Name of Director(s)	Designation	Category
Mr. Magan Lal Sharma	Chairman	Non-Executive Independent
Mr. Mukesh Kumar Kothari	Member	Non-Executive
Mrs. Namrata Babel	Member	Non-Executive Independent

b) Meetings and attendance during the year

During Financial Year 2019-20, the Stakeholders Relationship Committee met four times on April 22, 2019, August 09,2019 , November 08, 2019 and January 06, 2020. The necessary quorum was present at all meetings.

Attendance of members at the meeting held for FY 2019-20 are given below:

Name of Director(s)	Category	No. of Meetings held	No. of Meetings attended
Mr. Magan Lal Sharma	Independent Non-Executive	4	4
Mr. Mukesh Kumar Kothari	Non-Executive	4	4
Dr. Namrata Babel	Independent Non-Executive	4	4

c) **Name and Designation of compliance officer:** Ms. Aditi Parmar, Company Secretary acts as Compliance Officer of the Company.

d) **Number of shareholders' complaints received so far -** No shareholder complaint was received in the financial year.

e) Number not solved to the satisfaction of shareholders – NA

f) Number of pending complaints - Nil

To redress investor grievances, the company has a dedicated e-mail id investor@italica.com to which investor may send their grievance.

7) GENERAL BODY MEETING

a) Location, Time and any special resolutions passed in the previous three annual general meetings

The details of last three Annual General Meetings and special resolutions passed thereat are as follows:

Year	Date	Time	Venue	No. of Special Resolutions Passed
2018-19	June 28, 2019	9:15 A.M.	Kodiyat Road, Village: Sisarma, Udaipur – 313031	01
2017-18	June 29, 2018	9:15 A.M.		00
2016-17	June 30, 2017	9:15 A.M.		01

b) **Postal Ballot:** During the financial year ended 31st March, 2020, no resolution was passed by Postal Ballot.

8) MEANS OF COMMUNICATION

I. **Quarterly Results:** The quarterly and annual financial results of the Company are uploaded on NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE and NSE websites. During this year Company has sent the quarterly business updates to all the shareholders of the Company.

II. **Newspaper wherein results normally published and website, where displayed:** The quarterly/ half-yearly/ annual financial results are published in prominent daily newspaper viz. The Free Press Journal and Jai Rajasthan. The financial results and the official news releases are also uploaded on the Company's website www.italica.com in the 'Investor Relations' section.

III. **News Release:** The Company regularly publishes an official Business Update Report which are sent to the stock exchanges and posted on the company's website as well.

IV. **Presentation made to institutional investors or to the analysts:** During the year under review there were no presentations made to institutional investors or the analysts.

9) GENERAL SHAREHOLDER INFORMATION:

a) ANNUAL GENERAL MEETING - DATE, TIME AND VENUE

DAY & DATE – Friday, 24th July, 2020
TIME - 11: 00 AM
VENUE: Meeting will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility and also at the registered office of the Company. Deemed address will be the registered office of the Company.

b) Financial year: April 1, 2019 to March 31, 2020

c) Record Date: As mentioned in the Notice of this AGM.
Dividend Payment Date – not applicable

d) Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s):

The annual listing fees for Financial Year 2019-2020 to the following stock exchanges have been paid by the Company within stipulated time where the company is listed :

Name & Address of Stock Exchanges, Stock Codes and Symbol:

The Stock Exchange, Mumbai(BSE) BSE Limited Phiroze Jeejeebhoy Towers , 25th Floor, Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. (NSE) National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra –East MUMBAI – 400 051

e) Stock Code : BSE (500327) and NSE (PILITA)

f) STOCK MARKET DATA

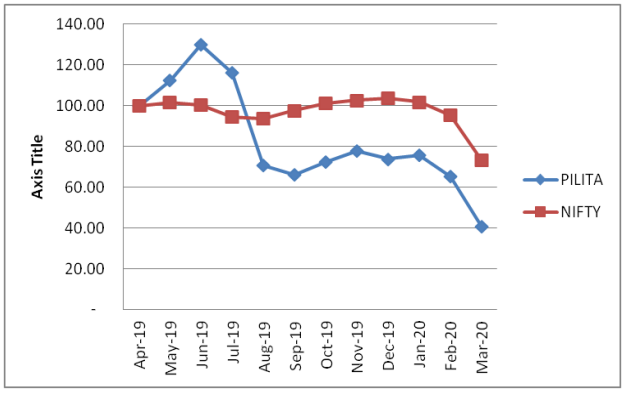
The monthly high & low during each month, in last financial year, is as follows:

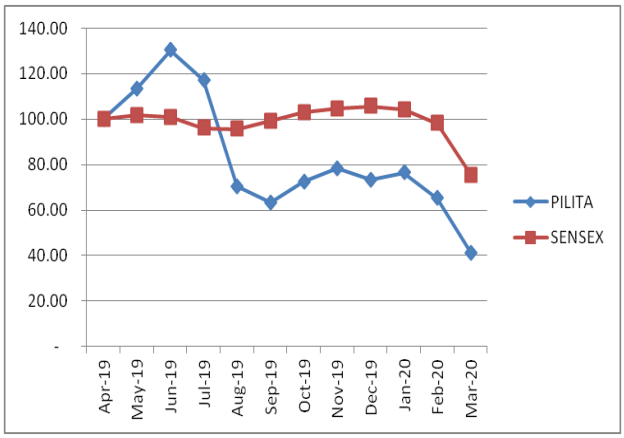
Month	BSE		NSE	
	High	Low	High	Low
Apr-19	8.28	5.75	8.25	5.70
May-19	9.00	7.15	8.80	7.05
Jun-19	10.25	8.35	10.20	7.90
Jul-19	10.75	8.00	10.50	7.90
Aug-19	9.25	5.38	9.25	5.40
Sep-19	5.95	4.80	5.85	4.65
Oct-19	5.57	4.10	5.65	4.05
Nov-19	6.19	5.30	6.40	5.10
Dec-19	6.35	5.33	6.45	5.25
Jan-20	6.40	4.90	6.45	4.85
Feb-20	6.30	4.85	6.20	4.80
Mar-20	5.30	2.98	5.30	2.75

g) **PERFORMANCE OF PIL ITALICA LIFESTYLE LIMITED (PILL) SHARE PRICE IN COMPARISON TO BSE SENSEX AND NSE NIFTY FIFTY IS AS UNDER:**

(Closing value of (PILL) share price Vs BSE Sensex & PILL share price Vs NSE NIFTY 50 on the last trading day of the month)

Base is considered to be 100 as at April 01, 2019 in both the charts.





h) **In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:** Not applicable

i) **REGISTRAR & TRANSFER AGENT:**

The work related to Share Transfer Registry in terms of both physical and electronic mode is being deal with by LINK INTIME INDIA PVT. LIMITED at the address given below: -

ADDRESS FOR CORRESPONDENCE:
LINK INTIME INDIA PVT. LTD.
247 Park, C-101 1st Floor,
LBS Marg, Vikroli (W), Mumbai-400083
E-mail: rnt.helpdesk@linkintime.co.in
Tel No.: +91 22 49186000
Fax No.:+91 22 49186060

j) SHARE TRANSFER SYSTEM AND OTHER RELATED MATTERS:

The shares which are received in physical form for transfer/transmission/split etc. are immediately processed and dispatched within the stipulated time period. Also pursuant to the Listing Regulations, certificate is obtained from practicing company secretary on half-year basis to the effect that all the transfer is completed within stipulated statutory period. A copy of the certificate so received is submitted to both the stock exchanges, where shares of company are listed.

k) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020

a. Distribution of Shareholding as of 31-03-2020

Shareholding of Shares	No. of Shareholders	% of total shares	Share Allotted	% of total Shares
Upto – 500	4064	42.21	1080332	0.46
501 – 1000	1715	17.81	1440083	0.61
1001 – 2000	1785	18.54	2898783	1.23
2001 – 3000	360	3.74	934142	0.40
3001 – 4000	557	5.79	2150418	0.92
4001 – 5000	170	1.77	802809	0.34
5001 – 10000	446	4.63	3346757	1.42
10001-ABOVE	530	5.51	222346676	94.62
Total	9627	100	235000000	100

b. Categories of Equity Shareholders

S. No.	Category	No. of Shares	% of holding
I.	PROMOTER AND PROMOTER GROUP		
(i)	Indian Promoters	155373400	66.12
(ii)	Foreign Promoters	0	0.00
	Total Promoter shareholding	**155373400**	**66.12**
II.	**Public Shareholding**		
A	**Institutions**		
(i)	Mutual Fund	54000	0.02
(ii)	Financial Institution/ Banks	1480048	0.63
(iii)	Foreign Institutional Investors	0	0.00
B	**Non-Institution**		
(i)	Bodies Corporate	16953008	7.22
(ii)	Individuals	60471139	25.73
(iii)	Non-Resident Indian	616093	0.26
(iv)	Clearing Members	52312	0.02
	Total Public Shareholding	**79626600**	**33.88**
III.	Non-Promoter Non-Public	0	0.00
	Total Shareholding (I+II+III)	**235000000**	**100**

l) DEMATERIALISATION OF SHARES AND LIQUIDITY:
The share of the Company are traded in dematerialized form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholder can hold the company's share with any of the depository participant. The International Securities Identification No. (ISIN) for company's shares is INE600A01035. As on March 31, 2020, 99.44% shares of the company are in dematerialized form with the depositories.

m) OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY
As on March 31, 2020, the company does not have any outstanding GDRs/ ADRs/ Warrants or any other convertible instruments.

n) **LOCATION OF PLANT:** Kodiyat Road, Village: Sisarma, Udaipur (Raj.) -313031
Depot: Ghaziabad, Jabalpur, Mumbai , Silvassa and Bangalore

o) ADDRESS FOR CORRESPONDENCE

	Contact	Email	Address
Investor Relation Department of Company	Ms. Aditi Parmar Company Secretary and Compliance Officer	corporate @italica.com	PIL ITALICA LIFESTYLE LIMITED Kodiyat Road, Village Sisarma, Udaipur (Raj.) – 313031 Tel No.: 0294-2432271 Fax No.: 0294-2430411
Registrar & Transfer Agent	Link Intime India Pvt. Ltd.	rnthelpdesk@linkintime.co.in	LINK INTIME INDIA PVT. LTD. 247 Park, C-101 1st Floor,LBS Marg, Vikroli(W), Mumbai-400083 Tel No.: 022-49186000 Fax No.:022-49186060

p) **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad –** Not Applicable.

10) OTHER DISCLOSURES

a) Materially Significant related party transaction: All the related party transactions have been done at arm's length price and in the ordinary course of Business with the prior approval of Audit Committee. Policy related to related party transactions of the company is also available on the website of the company at www.italica.com.

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: The Company has not been penalized, nor have the Stock Exchanges, SEBI or any statutory authority imposed any strictures, during the last three years, on any matter relating to capital markets.

c) Establishment of Vigil Mechanism/ Whistle Blower Policy: In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the no mandatory requirements: The Board of Directors periodically reviews the compliance of all applicable laws. The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Web link where policy for determining 'material' subsidiaries is disclosed: The Company does not have any material subsidiary. Hence, policy is not applicable to us.

f) Web link where policy on dealing with related party transactions is disclosed: The policy for determining related party transactions is available on the website of the company at www.italica.com

g) Commodity Price Risk or Foreign exchange risk and hedging activities
The Company does not deal in commodities price risks and commodity hedging activities, hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) : Not Applicable

i) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority: The Certificate of Company Secretary in practice is annexed as herewith as **Annexure 4** of this report.

j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. During the Financial Year 2019-20, the Board has accepted all the recommendations of its Committees

k) Total fees for all services paid by the listed entity, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: The annual fees paid to Statutory Auditors during the Financial Year 2019-20 was Rs. 40000.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 –
As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder,

Company has constituted Internal Complaints Committee which is responsible for Redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

m) The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for 2019-20.

11) DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II.

a) **The Board of Directors:** The Company has no fixed Chairman either executive or non-executive.
b) **Shareholder Rights:** As the Quarterly and Half Yearly Financial Results are published in the newspapers as well as displayed on the Company's website www.italica.com , hence the results are not sent to household of each of the shareholders. The complete Annual report is sent to each and every shareholder of the Company.
c) **Audit Qualifications:** The Auditors have raised no qualification on the financial statements for the year ended 31st March, 2020.
d) **Reporting of Internal Auditor:** The Internal Auditor of the Company reports directly to the Audit Committee of the Company.

12) DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub–regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13) DECLARATION SIGNED BY MANAGING DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. The Board has adopted a Code of conduct for Directors and Senior Management of the Company. The Code is available on the website of the Company : www.italica.com and the declaration is annexed as **Annexure 1** and forms part of corporate governance report.

14) COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE SHALL BE ANNEXED WITH THE DIRECTORS REPORT.

The certificate from statutory auditor of the company regarding compliance of conditions of corporate governance is annexed as **Annexure 2** and forms an integral part of the Annual Report.

15) C.E.O. /C.F.O. CERTIFICATION:

The required certificate under Regulation 17(8) of the Listing Regulations signed by the Managing Director (C.E.O.) and the Chief Financial Officer (C.F.O.) is attached as Annexure 3 with this report.

16) DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

17) OTHER USEFUL INFORMATION FOR SHAREHOLDERS:

Green Initiative by MCA: In compliance with the provisions of Section 20 of the companies act, 2013 and as a continuous endeavor towards 'Go Green' initiative, the company proposes to send all correspondences/ communications through email to those shareholder's, who have registered their email Id with their depository participant's/ company registrar and share transfer agent. In case the shareholder's is desire to receive printed copy of such communications, they may send requisition to the company. The company will forthwith send a printed copy of the communication to the respective shareholder.

Consolidation of Multiple Folios: Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such Folio(s) and send the relevant Share Certificates to the Company.

Nomination Facility: Provision of Section 72 of the Companies Act, 2013 read with rule 19(1) of the rules made thereunder extends nomination facility to individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form. Shareholder(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective DPs.

Update your Correspondence Address / Bank Mandate / Email Id: To ensure all communications/ monetary benefits received promptly, all shareholders holding shares in physical form are requested to notify to the Company change in their address / bank details / email Id instantly by written request under the signatures of sole/ first joint holder. Shareholder(s) holding shares in dematerialized form are requested to notify change in bank details / address / email Id directly with their respective DPs.

Quote Folio No. / DP ID No.: Shareholders / Beneficial Owners are requested to quote their Folio Nos. / DP ID Nos., as the case may be, in all correspondence with the Company. Shareholders are also requested to quote their Email IDs, Contact / Fax numbers for prompt reply to their correspondence.

For and on behalf of Board of Directors
PIL ITALICA LIFESTYLE LIMITED

Sd/-	Sd/-
Daud Ali	Narendra Bhanawat
Managing Director	Whole time Director & CFO
DIN : 00185336	DIN : 00146824

Date: 18.06.2020
Place: Udaipur

Annexure 1

DECLARATION AFFIRMING COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the company has obtained from all the members of the Board and Senior Management team, affirmation of Compliance with the Code of Conduct for Directors and senior Management in respect of the financial year ended on March 31, 2020.

For PIL ITALICA LIFESTYLE LIMITED
Sd/-
Daud Ali
Managing Director
DIN: 00185336

Date : 18.06.2020
Place: Udaipur

Annexure 2

AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,
The Board of Directors
PIL ITALICA LIFESTYLE LIMITED,
Kodiyat Road, Sisarma
Udaipur

We have examined the compliance of conditions of corporate governance by PIL ITALICA LIFESTYLE LIMITED (formerly known as Peacock Industries Limited)('the Company'), for the year ended on March 31, 2020 , as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance Note on Certificate of Corporate Governance issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

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

For Ajay Paliwal & Co.
Chartered Accountants
(FRN 012345C)
Sd/-
AJAY PALIWAL
Proprietor
Membership No. 403290
UDIN:20403290AAAAAD4308

Place: Udaipur
Date: 18.06.2020

Annexure 3

CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

We, Daud Ali, Managing Director and Narendra Bhanawat, Whole Time Director and CFO of PIL ITALICA LIFESTYLE LIMITED, to the best of our knowledge and belief hereby certify that:

a) We have reviewed financial statements and the cash flow statement of PIL ITALICA LIFESTYLE LIMITED for the year ended 31st March, 2020 and to the best of our knowledge and belief:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.
   We have not come across any reportable deficiencies in the design or operation of such internal controls.

d) We have indicated to the Auditors and the Audit Committee:
   i) that there are no significant changes in internal control over financial reporting during the year;
   ii) that there are no significant changes in accounting policies during the year; and
   iii) that there are no instances of significant fraud of which we have become aware.

For PIL ITALICA LIFESTYLE LIMITED

Sd/-	Sd/-
Daud Ali	Narendra Bhanawat
Managing Director	Whole Time Director & Chief Financial Officer
DIN: 0185336	DIN: 00146824

Place: Udaipur
Date:18.06.2020

Annexure 4

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

To,
The Members of
PIL ITALICA LIFESTYLE LIMITED
KODIYAT ROAD, VILLAGE: SISARMA
UDAIPUR (RAJ.) – 313031

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PIL ITALICA LIFESTYLE LIMITED having CIN – L25207RJ1992PLC006576 having registered office at Kodiyat Road, Village: Sisarma, Udaipur (Raj.) – 313031 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of present appointment / Reappointment in the Company
1	Mr. Daud Ali	00185336	01.04.2018
2	Mr. Narendra Bhanawat	00146824	29.05.2019
3	Mr. Magan Lal Sharma	00250883	30.06.2017
4	Mr. Mukesh Kumar Kothari	03103336	25.01.2010
5	Mrs. Namrata Babel	06910061	28.06.2019
6	Mrs. Asha Jain	00218335	07.03.2018

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

For P. Talesara& Associates
Company Secretaries

Sd/-
(Pawan Talesara)
Proprietor
FCS No.: 8096, C P No.: 2674
UDIN: F008096B000344201

Place : Udaipur
Date: 15.06.2020

Independent Auditor's Report

To the Members of M/s. PIL ITALICA LIFESTYLE LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of PIL ITALICA LIFESTYLE LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information .

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

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 39of the standalone financial statements , as regards the management's evaluation of COVID -19 impact on the future performance of the company . Our opinion is not modified in respect of this matter.

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by

this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 20XX from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;

(ii) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses .

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR AJAY PALIWAL & Co.
Chartered Accountants
Firm Reg. No. FRN012345C
Sd/-
(AJAY PALIWAL)
Proprietor
Membership No. 403290
Place: UDAIPUR
Date: 18.06.2020
UDIN: 20403290AAAAAF5769

Annexure A to the Independent Auditors Report

Referred to in paragraph 1 (f) under "Report on other Legal and Regulatory Requirements " of the Independent Auditors Report of even date to the members of **PIL ITALICA LIFESTYLE LIMITED** on the financial statements for the year ended March 31, 2020.

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the

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

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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

   a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

   b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and.

   c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

FOR AJAY PALIWAL & Co.
Chartered Accountants
Firm Reg. No. FRN012345C
Sd/-
(AJAY PALIWAL)
Proprietor
Membership No. 403290
Place: UDAIPUR
Date: 18.06.2020
UDIN: 20403290AAAAAF5769

ANNEXURE 'B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in first paragraph under "Report on other Legal and Regulatory Requirements " of the Independent Auditors Report of even date to the members of PIL ITALICA LIFESTYLE LIMITED on the financial statements for the year ended March 31, 2020.

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets on the basis of available information.

   (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.

   (c) According to information's and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the names of the company.

2) (a) As explained to us that the inventory has been physically verified during the year by management. In our opinion the frequency of verification is reasonable.

   (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business;

   (c) In our opinion the company is maintaining proper records of inventory, no material discrepancies were noticed on physical verification of the inventory.

3) (a) The Company had granted loan to one company covered in the register maintained under section 189 of the Act. In our opinion and according to the information's and explanations given to us, the terms and conditions of the grant of such loan are not prejudicial to the interest of the company.

   (b) The schedule of repayment of principal and payment of interest has been stipulated for the loan granted and the repayments are regular.

   (c) There are no amounts of loan granted to the company listed in the register maintained under section 189 of the Act, which were overdue for more than 90 days.

4) In our opinion and according to the in formations and explanations given to us , in respect of loans ,investments ,guarantees and securities, the provisions of section 185 and 186 of the act have been complied with .

5) The Company has not accepted any deposits, hence the directions issued by the Reserve Bank Of India and the provisions of section 73 to 76 or any other relevant provisions of the companies Act and rules framed there under are not applicable.

6) The Central government has not prescribed the maintenance of the cost records under section 148 (1) of the Act for any of the products of the company.

7) (a) The undisputed statutory dues generally have been regularly deposited with appropriate authorities. And We are informed that no amount were outstanding as at 31st March,2020 towards undisputed statutory dues in respect of income tax, Goods and services tax , custom Duty, cess and other material dues for a period of more than six months from the date they become payable.

   (b) We are informed that the followings were outstanding as at 31st March 2020 towards disputed statutory dues:-

Particulars	Amount (Rs. In Lac)	Remarks
Penalty by Enforcement Directorate (Net of deposit under protest)	122.00	Pending at Rajasthan High Court, Jodhpur

8) In our opinion and according to the information's and explanation given to us, the company has not defaulted in repayment of dues to a financial institution, bank.

9) According to information and explanations given by the management, The Company has not raised any monies by way of initial public offer /further public offer /debt instruments or term loans hence, reporting under clause 3(ix) is not applicable to the company.

10) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the company or on the company by its officers/employees has been noticed or reported during the course of our audit.

11) The company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.

12) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3 (xii) of the order are not applicable to the Company.

13) The Company has entered in to transactions with related parties in compliance with the provisions of section 177 and 188 of the Act, the details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards.

14) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3(xiv) of the order is not applicable to the company.

15) The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

FOR AJAY PALIWAL & Co.
Chartered Accountants
Firm Reg. No. FRN012345C
Sd/-
(AJAY PALIWAL)
Proprietor
Membership No. 403290
Place: UDAIPUR
Date: 18.06.2020
UDIN: 20403290AAAAAF5769

PIL ITALICA LIFESTYLE LIMITED

Balance Sheet as at March 31,2020 **Rs. In Lakhs**

	Particulars	Notes	As at March 31, 2020	As at March 31, 2019
A	**ASSETS**			
1	**Non Current assets**			
	(a) Property, plant and equipment	4	618.16	435.93
	(b) Capital work in progress		-	-
	(c) Investment Properties		-	-
	(d) Goodwill		-	-
	(e) Other Intangible assets	5	1.78	1.22
	(f) Intengible Assets under Development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(e) Financial Assets			
	(1) Investments	6	1.00	1.00
	(2) Trade receivables		-	-
	(2) Loans		-	-
	(3) Others		-	-
	(f) Deferred Tax Assets (net)	33	265.70	618.60
	(g) Other Non Current assets	7	51.64	43.39
	Total Non Current Assets		938.28	1,100.14
2	**Current Assets**			
	(a) Inventories	8	1,116.85	883.04
	(b) Financial Assets			
	(1) Investments		-	-
	(2) Trade Receivables	9	594.57	477.05
	(3) Cash and cash equivalents	10	21.16	8.41
	(4) Bank Balances other than cash and cash equivalents		-	-
	(5) Loans	11	4,031.36	3,837.33
	(6) Others		-	-
	(c) Current Tax Assets (Net)		-	-
	(d) Other Current Assets	12	271.77	164.39
	Total Current Assets		6,035.71	5,370.22
	Total Assets		**6,973.99**	**6,470.36**
B	**EQUITY AND LIABILITIES**			
	(a) Equity Share Capital	13	2,350.00	2,350.00
	(b) Other Equity	14	3,679.99	3,600.08
	Total Equity		6,029.99	5,950.08
	Liabilities			
1	**Non Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings/ INTER UNIT BALANCES		-	-
	(ii) Trade Payables		-	-
	(iii) Other Financial Liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred Tax Liabilities Net		-	-
	(c) Other Non Current Liabilities			
	Total Non Current Liabilities		0.00	0.00
2	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	15	378.23	-
	(ii) Trade Payables	16	454.52	339.90
	(iii) Other Financial Liabilities		-	-
	(b) other current liabilities	17	99.27	122.74
	(c) Provisions	18	11.98	11.71
	(d) Current Tax Liabilities (Net)	19	-	45.93
	Total Current Liabilities		944.00	520.28
	Total Liabilities		944.00	520.28
	Total Equity and Liabilities		**6,973.99**	**6,470.36**
	See accompnaying notes to financial statements. 1 to 46			
	As per our report on even date			

For Ajay Paliwal & Co.
Chartered Accountants
ICAI Firm Registration No. FRN012345C
Sd/-
(Ajay paliwal)
Proprietor
ICAI Membership no. 403290
Place: Udaipur
Date: 18.06.2020

For and on behalf of the Board of Directors

sd/-
Daud Ali
Managing Director
DIN : 00185336

sd/-
Narendra Bhanawat
Whole Time Director & CFO
DIN : 00146824

sd/-
Aditi Parmar
Company Secretary
M. No. A37301

PIL ITALICA LIFESTYLE LIMITED

Statement of Profit and Loss for the year ended arch March 31,2020 **Rs. In Lakhs**

Particulars	Notes	For the year ended March 31, 2020		For the year ended March 31, 2019
Revenue from operation	20	4,854.16		5,324.55
Other Income	21	24.67		85.95
Total Income		4,878.83		5,410.50
Expenses				
Cost of materials consumed	22	2,948.01		3,157.07
Purchases of traded goods	23	267.70		778.35
Changes in inventories of Finished goods and WIP	24	(220.27)		(60.28)
Employee benefit expenses	25	391.79		328.73
Finance costs	26	19.02		14.99
Depreciation and amortization expenses	27	39.77		32.73
Other expenses	28	999.99		861.72
Total expenses		4,446.01		5,113.31
Profit before exceptional item and tax		432.82		297.19
Exceptional items		-		75.09
Profit before tax		432.82		372.28
Tax expenses:				
Current Tax	33	-	78.32	
Deferred tax	33	352.91	(20.32)	58.00
Profit for the year from continuing operations		79.91		314.28
Profit for the year from dis continuing operations				
Tax expenses of discontinuing operations				
Profit (Loss) for the period		79.91		314.28
Other comprehensive income				
(a) Items that will not to be reclassified to P&L				
Remeasurement of the defined benefit plan				
Income Tax on items not to be reclassified to P&L		-		-
(b) Items that will be reclassified to P&L		-		-
Income Tax on items reclassified to P&L		-		-
Total comprehensive income for the year		79.91		314.28
Earning per share of continuing operation(of Rs. 1/-each)				
Basic earning per share Rs.	29	0.03		0.13
Diluted earnings per share Rs.	29	0.03		0.13
Earning per share of dis continuing operation(of Rs. 1/-each)				
Basic earning per share Rs.				
Diluted earnings per share Rs.				
Earning per share of continuing and dis continued operation				
Basic earning per share Rs.		0.03		0.13
Diluted earnings per share Rs.		0.03		0.13

See accompnaying notes to financial statements. 1 to 46

As per our report on even date

For Ajay Paliwal & Co.
Chartered Accountants
ICAI Firm Registration No. FRN012345C
Sd/-
(Ajay paliwal)
Proprietor
ICAI Membership no. 403290
Place: Udaipur
Date: 18.06.2020

For and on behalf of the Board of Directors

Sd/-
Daud Ali
Managing Director
DIN : 00185336

Sd/-
Narendra Bhanawat
Whole Time Director
Chief Financial officer
DIN : 00146824

Sd/-
Aditi Parmar
Company Secretary
M. No. A37301

PIL ITALICA LIFESTYLE LIMITED

Cash Flow Statement for the year ended March 31, 2020 **Rs. In Lakhs**

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
(A) CASH FLOW FROM OPEARTING ACTIVITIES				
Net profit before tax		432.82		297.18
Adjustments to reconcile profit to net cash				
provided by operating activities :				
Depreciation and amortization expenses	39.77		32.73	
Interest expenses	19.02		14.99	
Interest income	(251.38)		(268.74)	
		(192.59)		(221.02)
Operating profit before working capital changes		240.23		76.16
Changes in assets and liabilities				
(Increase) /Decrease non current assets-other assets		(8.25)		(4.44)
(Increase) /Decrease in inventories		(233.81)		(49.60)
(Increase) /Decrease in trade receivables		(117.52)		214.68
(Increase) /Decrease in current assets-loans		(194.02)		(16.96)
(Increase) /Decrease in other current assets		(107.40)		(51.99)
		(661.00)		91.69
Increase /(Decrease) in other financial libilities-current	-		(72.69)	
Increase /(Decrease) in trade payables	114.62		(188.01)	
Increase /(Decrease) in other current liabilities	(23.47)		(248.05)	
Increase /(Decrease) in short term provisions	0.27	91.42	(6.68)	(515.43)
		(569.58)		(423.74)
Cash generated from operations		(329.35)		(347.58)
From exceptional items		-		75.10
Income taxes paid during the year		(45.93)		(100.75)
Net cash generated from operating activities		(375.28)		(373.23)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchases of Property, Plant and Equipments	(222.56)		(67.44)	
Non current investments	-		-	
Net cash generated from investing activities		(222.56)		(67.44)
(B) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Borrowings	378.23		-	
Interest paid	(19.02)		(14.99)	
Interest income	251.38		268.74	
Net cash generated from finaning activities		610.59		253.75
Net increase /decrease in cash and cash equivalents		12.75		(186.92)
Opening balance of cash and cash equivalents		8.41		195.33
Closing balance of cash and cash equivalents		21.16		8.41

See accompnaying notes to financial statements. 1 to 46

As per our report on even date

For Ajay Paliwal & Co.
Chartered Accountants
ICAI Firm Registration No. FRN012345C
Sd/-
(Ajay paliwal)
Proprietor
ICAI Membership no. 403290
Place: Udaipur
Date: 18.06.2020

For and on behalf of the Board of Directors

Sd/-
Daud Ali
Managing Director
DIN : 00185336

Sd/-
Narendra Bhanawat
Whole Time Director
Chief Financial officer
DIN : 00146824

Sd/-
Aditi Parmar
Company Secretary
M. No. A37301

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2020

(A) EQUITY SHARE CAPITAL **Rs. In lakhs**

Equity Share Capital	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
For the year ended on March 31, 2019	2,350.00	-	2,350.00
For the year ended on March 31, 2020	2,350.00	-	2,350.00

(B) Other Equity

Other Equity	Securities Premium	General Reserve	Retained Earnings	Money Received Against warrants	Total
Balances at the beginning of reporting period April 1, 2018	4,036.00	25.13	(775.33)	-	3,285.80
Issue of equity shares	-	-	-	-	-
Profit for the year	-	-	314.28	-	314.28
Money received against Share Warrants	-	-	-	-	-
Balances at the end of reporting period March 31, 2019	4,036.00	25.13	(461.05)	-	3,600.08
Issue of equity shares	-	-	-	-	-
Profit for the year	-	-	79.91	-	79.91
Money received against Share Warrants	-	-	-	-	-
Balances at the end of reporting period March 31, 2020	**4,036.00**	**25.13**	**(381.14)**	**-**	**3,679.99**

Notes to the Financial Statements for the year ended March 31, 2020

Note - 1 Corporate Information

PIL ITALICA LIFESTYLE LIMITED (The Company) is a public limited company domiciled India and incorporated under the provisions of Companies Act, 1956. The Company is engaged in the manufacturing of Plastic Moulded furniture and other articles. The Company was incorporated on March 16, 1992 and has its registered office at Kodiyat Road, Sisarma , Udaipur (Rajasthan). The Company shares are listed on National Stock Exchange and Bombay Stock Exchange.

Note - 2 Significant Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Note - 3 Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value

but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment – Tangible Assets
Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

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

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Buildings	30 Years
Plant and Equipment	25 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office Equipment	5 Years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets
Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

a. for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant

b. for separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.
   Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is

incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g. patents, licenses, trademarks, franchise and servicing rights) or the likelihood of technical, technological obsolescence (e.g. computer software, design, prototypes) or commercial obsolescence (e.g. lesser known brands are those to which adequate marketing support may not be provided). If, there are no such limitations, the useful life is taken to be indefinite. Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortized.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

Inventories

(a)The valuation is on the basis of F I F O method.
(b)Raw Materials, Stores and Spare Parts, Colors and Pigments etc. and Stock in transit are valued at cost.
(c)Finished Goods and Work-in-Process are valued at estimated cost or net realizable value whichever is lower.
(d)Scrap is valued at net realizable value.

Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.
Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.
Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in Foreign Currency Translation Reserve.

Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial

assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e. the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

(a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.

(b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

(c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

(a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;

(b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included 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.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as goods and service tax .

Revenue from the sale of goods is recognised when significant risks and rewards of ownership/control have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

(c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Employee Benefits

i) Short-term Employee benefits Liabilities for wages and salaries including nonmonetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Post-Employment Benefits Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/ termination in terms of the

provisions of the payment of the Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

iii) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to Statement of Profit and Loss in the period in which they arise.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial information appropriate to the businesses and facilitate Internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

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

A. Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of intangible assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement.

3. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law. Other trademarks have been amortized over their useful economic life. Refer notes to the financial statements.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes: Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities:

In the case of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

Note - 4 (PROPERTY, PLANT AND EQUIPMENT)								Rs. In Lakhs
Particulars	Owned Assets							
	Land -Free hold	Building	Plant and Equipment	Moulds	Furniture and fixtures	Vehicles	Office Equipments	Total
Year ended March, 2020								
GROSS CARRYING AMOUNT								
Opening Gross Carrying Amount	11.43	674.81	1,585.97	5,460.55	23.35	17.99	93.39	7,867.49
Additions	-	10.85	13.55	191.05	0.16	-	6.08	221.69
Disposals/Adjustment	-	-	687.16	2,776.51	21.58	8.75	76.14	3,570.14
Closing Gross Carrying Amount	11.43	685.66	912.36	2,875.09	1.93	9.24	23.33	4,519.04
ACCUMULATED DEPRECIATION								
Opening Accumulated Depreciation	-	481.30	1,429.02	5,402.47	22.05	12.43	84.29	7,431.56
Depreciation charged during the year	-	21.48	7.30	6.79	0.21	1.09	2.59	39.46
Disposals/Adjusments	-	-	687.16	2,776.51	21.58	8.75	76.14	3,570.14
Closing Accumulated Depreciation	-	502.78	749.16	2,632.75	0.68	4.77	10.74	3,900.88
Net CarryingAmount	**11.43**	**182.88**	**163.20**	**242.34**	**1.25**	**4.47**	**12.59**	**618.16**
Year ended March, 2019								
GROSS CARRYING AMOUNT								
Opening Gross Carying Amount	11.43	665.22	1,556.85	5,433.73	23.02	17.99	92.14	7,800.38
Additions	-	9.59	29.12	26.82	0.33	-	1.25	67.11
Disposals/Adjustment	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	11.43	674.81	1,585.97	5,460.55	23.35	17.99	93.39	7,867.49
ACCUMULATED DEPRECIATION								
Opening Accumulated Depreciation	-	460.24	1,422.88	5,400.95	21.85	11.34	81.86	7,399.12
Depreciation charged during the year	-	21.06	6.14	1.52	0.20	1.09	2.43	32.44
Disposals/Adjustments	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	-	481.30	1,429.02	5,402.47	22.05	12.43	84.29	7,431.56
Net Carrying Amount	**11.43**	**193.51**	**156.95**	**58.08**	**1.30**	**5.56**	**9.10**	**435.93**

Note - 5 (INTANGIBLE ASSETS)	Rs. In Lakhs	
Particulars	Owned Assets	
	Software	Total
Year ended March,2020		
GROSS CARRYING AMOUNT		
Opening Gross Carrying Amount	15.09	15.09
Additions	0.87	0.87
Disposals/Adjustment	-	-
Closing Gross Carrying Amount	15.96	15.96
ACCUMULATED DEPRECIATION		
Opening Accumulated Depreciation	13.87	13.87
Depreciation charged during the year	0.31	0.31
Disposals/Adjustments	-	-
Closing Accumulated Depreciation	14.18	14.18
Net Carrying Amount	**1.78**	**1.78**
Year ended March,2019		
GROSS CARRYING AMOUNT		
Opening Gross Carrying Amount	14.76	14.76
Additions	0.33	0.33
Disposals/Adjustment	-	-
Closing Gross Carrying Amount	15.09	15.09
ACCUMULATED DEPRECIATION		
Opening Accumulated Depreciation	13.58	13.58
Depreciation charged during the year	0.29	0.29
Disposals/Adjustments	-	-
Closing Accumulated Depreciation	13.87	13.87
Net Carrying Amount	**1.22**	**1.22**

Note 6 - Non Current Assets (Investments)

Particulars	As at March 31, 2020	As at March 31, 2019
In Equity Shares Non quoted 9990 (p.y.9990) Equity shares @ Rs. 10 each in Eduvisor Services Private Limited (at cost)	1.00	1.00
Total	**1.00**	**1.00**

Note 7 - OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Security deposits	51.64	43.39
Total	**51.64**	**43.39**

Note 8 -Current Assets (Inventories)

Particulars	As at March 31, 2020	As at March 31, 2019
Lower of cost or net realizable value		
(a) Raw Material	286.97	294.65
(b) Work in progress	43.97	22.05
(c) Finished goods	580.57	448.74
(d) Stock in trade	66.52	-
(e) Stores and spares	77.82	80.17
(f) Packing material	61.00	37.43
Total	**1116.85**	**883.04**

Note 9 - Trade Receivables (at amortized cost) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Receivables -Considered good secured	-	-
Trade Receivables -Considered good un secured	594.57	477.05
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables -Credit Impaired	-	-
Trade Receivables -Considered doubtful	337.57	337.57
Total	932.14	814.62
less -Allowances for doubtful receivables	337.57	337.57
Total	594.57	477.05

Note 10 - Cash and Cash Equivalents Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with banks in current accounts	16.65	5.53
Cash in hand	4.51	2.88
Total	**21.16**	**8.41**

Note 11 - Loans (at amortized cost) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current		
Unsecured, Considered good Loans and advances to employees	5.47	5.19
Others *	4025.89	3832.14
Total	**4031.36**	**3837.33**

Note 12 - Other Assets Rs. In Lakhs

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Unsecured, Considered Goods Prepaid Expenses	6.81	2.95
others	217.91	160.90
Balances with government authorities	47.05	0.54
Total	**271.77**	**164.39**

Note 13 - Equity Share Capital

Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	No. Of Shares	**Amount** (Rs. In Lakhs)	**No. Of Shares**	**Amount** (Rs. In Lakhs)
Authorised Equity Shares of Rs. 1 each	250,000,000	2,500.00	250,000,000	2,500.00
Total	250,000,000	2,500.00	250,000,000	2,500.00
Issued, subscribed and fully paid up Equity Shares of Rs. 1 each	235,000,000	2,350.00	235,000,000	2,350.00
Total	235,000,000	2,350.00	235,000,000	2,350.00

Note 14 – Other Equity Rs. In Lakhs

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
1.SEURITIES PREMIUM		
As per the last year accounts	4036.00	4036.00
Add: Addition during the year	-	-
	4036.00	4036.00
2.GENERAL RESERVE		
As per the last year accounts	25.13	25.13
3. RETAINED EARNINGS		
As per the last year accounts	-461.05	-775.33
Add: Surplus for the year	79.91	314.28
	-381.14	-461.05
TOTAL	**3679.99**	**3600.08**

1) **Share Premium**
The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilized in accordance with the provisions of the Act

2) **General Reserve**
This includes the amount received from the Government under an incentive scheme for capital expansion and on the expiry of requisite period; the amount was transferred to it.

3) **Retained Earnings:**
This Reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Note 14.1 - Reconciliation of No. of Shares

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. Of Shares	Amount	No. Of Shares	Amount
Shares outstanding at the beginning of the year	235,000,000	2,350.00	235,000,000	2,350.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	235,000,000	2,350.00	235,000,000	2,350.00

Note 14.2 - 155,057,200 of Rs. 1 each Equity Shares (Pr. Yr. - 155,057,200 of Rs. 1 each) are held by Dawood Investment Private Limited, holding company.

Note 14.3 - Names of Share Holders holding more than 5%

Particulars	**2019-2020**		**2018-2019**	
	No. of Equity Shares	**%**	**No. of Equity Shares**	**%**
Dawood Investment Private Limited	155,057,200	65.98	155,057,200	65.98

Note 14.4 - No Bonus Shares allotted during the period of five years immediately preceding the year.
Note 14.5 - Other Disclosures - The Company has one class of equity shares having a par value @ Rs. 1 per share held. Each equity share

holder is entitled to dividends as and when declared by the company. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their share holding.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

There are no calls unpaid on equity shares.
No shares have been reserved for issue on option.
No equity shares have been forfeited.

Note 15 - Borrowings (Current) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Secured		
Repayable on Demand From Banks		
Uco Bank		
Cash Credit Facilities	203.51	-
Unsecured		
Aeroflex Finance Private limited	174.72	-
Total	378.23	-

(a) Borrowings from UCO Bank is secured against equitable mortgage of land and building of the Company situated at Kodiyat Road, Sisarma, Udaipur 313001 and by way of first charge on all current assets such as raw material, finished goods, work in progress, stores and spares, book debts, and packing materials etc. It is also secured by way of personal guarantees of Mr. Daud Ali, Managing Director of the Company. Rate of interest as on 31.03.2020 is 10.85 % per annum.

(b) There is no continuing default in the payment of interest.

Note 16 - Current Liabilities (Trade Payables) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Total Outstanding of creditors micro and small enterprises	-	-
Total Outstanding of creditors other than micro and small enterprises	454.52	339.90
Total	454.52	339.90

Note 17 - Current Liabilities (Other Current Liabilities) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Statutory remittances	06.62	21.64
(b) Other payables	69.62	69.93
(c) Advance received from customers	23.03	16.76
(d) Overdrawn balances of bank	-	-
(1) ICICI Bank	-	14.41
Total	99.27	122.74

Note 18 - Current Liabilities (Provisions) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefit	-	-
provision for leave encashment	11.98	11.71
Total	11.98	11.71

Note 19 - Current Liabilities (Current Tax Liabilities) Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Income Tax (MAT)	-	45.93
Total	-	45.93

Note 20 – Revenue from Operations Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Sale of products	4495.74	5055.81
(b) Services	107.04	-
(b) Interest	251.38	268.74
Total	4,854.16	5,324.55

Note 21 - Other Income Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Bad Debts written off recovered	-	8.84
Subsidy	21.67	77.11
Profit on sale of assets	3.00	-
Total	24.67	85.95

Note 22 - Cost of Material Consumed Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Stock	294.65	353.36
Add – Purchases	2940.33	3098.36
Less - Closing Stock	286.97	294.65
Total	**2948.01**	**3157.07**

Note 23 - Purchase of Traded Goods Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Stock	0	0
Add – Purchases	267.70	778.35
Less - Closing Stock	0	0
Total	**267.70**	**778.35**

Note 24 - Changes in inventories of finished goods, work-in-progress Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Inventories at the end of the year:		
Finished goods	580.57	448.74
Stock in trade	66.52	0.00
Work-in-progress	43.97	22.05
	691.06	470.79
Inventories at the beginning of the year:		
Finished goods	448.74	394.83
Work-in-progress	22.05	15.68
	470.79	410.51
Net (increase) / decrease	**(220.27)**	**(60.28)**

Note 25 - Employee Benefits Expenses Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Salaries and wages	357.28	301.35
Contributions to provident and other funds	23.91	20.27
Staff welfare expenses	10.60	7.11
Total	**391.79**	**328.73**

Refer note 31

Note 26 - Finance Costs Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Interest expense on:		
Income Tax late payment	5.15	8.17
Borrowings	13.87	6.82
Total	**19.02**	**14.99**

Note 27 Depreciation and amortization expenses Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Depreciation Expenses	39.46	32.44
Amortization Expenses	0.31	0.29
Total	**39.77**	**32.73**

Note 28 - Other Expenses Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Consumption of stores and spare parts	23.53	20.89
Consumption of packing materials	89.86	71.32
Power and fuel	251.50	254.69
Lease rental	268.53	239.72
Other Manufacturing Expenses	18.13	17.85
Other Miscellaneous expenses	49.47	33.04
Advertisement and Publicity Expenses	26.01	23.54
Travelling and conveyance	55.93	41.86
Freight and forwarding	44.05	41.14
Sales Expenses	15.79	12.92
Business Promotion Expenses	20.84	18.63
Discount and incentive	85.99	62.76
Commission on sales	22.93	1.52
Legal and professional	27.43	21.84
Total	**999.99**	**861.72**

Note 29 - Earning per share

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
1) Profit after tax attributable to owners of the company	79.91	314.28
2) Earning used in the calculation of basic earnings for the year	79.91	314.28
3) Weighted average number of equity shares used as denominator for calculating Basic EPS	235,000,000	235,000,000
4) Weighted average number of equity shares and convertible warrants used as denominator for calculating diluted EPS	235,000,000	235,000,000
5) Basic earnings per share	0.03	0.13
6) Diluted earnings per share	0.03	0.13
7) Face value per equity Share (Rs.)	1.00	1.00

Note 30 - Contingent Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Guarantee issued by the banks in respect of import of Capital Goods under EPCG	49.75	49.75
(b) Excise Duty (Net of pre-deposit)	-	98.22
(c) Penalty imposed by the Enforcement Directorate -Net of deposit under protest	122.00	122.00

Note 31 - Retirement and other Employee Benefits

(a) Family pension scheme

The contribution are based on fixed percentage of the employees salary, subject to a ceiling as prescribed in the scheme.

Defined Benefit plans

(a) Provided Fund

The contributions are based on fixed percentage of the employee's salary.

Contribution to defined contribution plan, recognized as expenses for the year is as under Rs. In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Employers Contribution to provident fund	11.95	10.37
Employers contribution to pension fund	11.97	9.90
Total	**23.92**	**20.27**

(b) Gratuity Plan

The Gratuity plan is governed by Payment of gratuity act, 1972. Under the Act an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the members length of service and salary at retirement age. The Company's defined benefit plans are funded with LIC. The Company does not have any liberty to manage the funds provided by LIC.

Note 32 - Segmental Reporting

The Company has identified three reportable segment i.e Manufacturing, trading, finance taking in to account nature of product .The accounting policies adopted for segment reporting are in line with accounting policy of the company

Segment-wise Revenue, Results and Capital Employed **Rs. In Lakhs**

Sr. No.	Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
	Segment Revenue		
1	Manufacturing	4,274.20	4,314.27
2	Trading	221.54	741.54
3	Services	107.04	-
4	Finance	251.38	268.74
	Total	4,854.16	5,324.55
	Other Income	24.67	85.95
	Total Revenue	4,878.83	5,410.50
	Segment results		
1	Manufacturing	43.79	(56.40)
2	Trading	24.96	13.89
3	Services	107.04	-
4	Finance	232.36	253.75
5	Unallocated Exceptional items	-	75.09
	Total Segment Results	408.15	286.33
	Other Income	24.67	85.95
	Profit before tax	432.82	372.28
	Provision for tax		
	Income Tax	-	78.32
	Deferred Tax	352.91	(20.32)
	Profit after tax	79.91	314.28
	Segment Assets		
1	Manufacturing	2849.84	2547.67
2	Trading	88.26	90.55
3	Services	10.00	-
4	Finance	4025.89	3832.14
	Total	6,973.99	6,470.36
	Segment Liabilities		
1	Manufacturing	872.93	449.16
2	Trading	71.07	71.12
3	Services	-	-
4	Finance	-	-
	Total	944.00	520.28
	Capital Employed	6,029.99	5,950.08
	Capital Expenditure		
	Manufacturing	222.56	67.43
	Depreciation and amortization		
	Manufacturing	39.77	32.73

Note 33 - Current Tax, Deferred Tax and Deferred Tax Assets

The major components for the year ended March 31, 2020 are as under

Note 34

TAX RECONCILIATIONS **Rs. In Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
Tax expenses recognised in the Statement of Profit and Loss		
Current Tax :		
Current tax on profits for the year	-	78.32
Deferred tax (Net)	352.91	(20.33)
Total income tax expenses	**352.91**	**57.99**

Reconciliation of tax expenses and the accounting profit

The reconciliation between estimated income tax at statutory income tax rate into income tax expenses reported in Statement of Profit and Loss is given below:

Particulars	As at March 31, 2020	As at March 31, 2019
Profit before income tax	432.82	372.28
Indian statutory income tax rate	25.168%	27.820%
Expected income tax expenses	108.93	103.57
Tax effect of adjustment to reconcile expected income tax Expenses to reported Income ax Expenses		
Tax impact of income not subject to tax	-	-
Tax effects of amounts which are not deductible for taxable income	-	-
Additional tax paid on book profits	-	78.32
Others	(108.93)	(103.57)
	(108.93)	(25.25)
	-	-
Total income tax expenses	-	78.32

Deferred Tax (Liabilities)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Property Plant and Equipment and others	-	-
Total deferred tax liabilities	-	-

Deferred Tax Assets

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Property ,plant and equipment and others	(352.91)	20.33
Total deferred tax Assets	(352.91)	20.33
Net Deferred tax (Liabilities)/Assets	**(352.91)**	**20.33**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

During the year, the Company has opted taxation under section 115 BAA of income tax act, as per provisions of this section minimum alternate tax is not payable.

The Company has accounted for tax credits in respect of Minimum Alternative Tax (MAT credit) of Rs.78.32 lakhs for the year ended on 31.03.2019 and RS. 123.91 lacs for the year ended on 31.03.2018. The Company is reasonably certain to avail the said MAT Credit in future years

Movement in Deferred tax Assets

Particulars	Property, plant and equipment	Other deferred tax liability	MAT	Other Deferred Tax Assets	Deferred Tax Liabilities/Asset (Net)
As at 31st March, 2018	593.63	-	-	4.65	598.28
Credited to profit and Loss account	(180.50)	-	202.23	(1.40)	20.33
As at 31st March, 2019	413.13	-	202.23	3.25	618.61
(Charged)/Credited to profit and Loss account	(150.44)	-	(202.23)	(0.24)	(352.91)
As at 31st March, 2020	262.69	-	-	3.01	265.70

Note 35 - Exceptional Items

Exceptional item includes waiver by creditors Rs. NIL (C.Y.) and Rs. 75.09 Lacs (P.Y.)

Note 36 - Financial Instruments

Financial Instruments and Related Disclosures:

1. **Capital Management**

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal accruals. The Company aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

2. Categories of Financial Instruments

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets (Measured at amortized cost)					
(i) Cash and cash equivalent	10	21.16	21.16	8.41	8.41
(iii) Trade receivables	9	594.57	594.57	477.05	477.05
Total Financial assets		**615.73**	**615.73**	**485.46**	**485.46**
Financial Liabilities (Measured at amortized cost)					
(i) Trade Payables	16	454.52	454.52	339.90	339.90
Total financial liabilities		**454.52**	**454.52**	**339.90**	**339.90**

3: FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Company does regularly monitor, analyze and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

A. MANAGEMENT OF MARKETRISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. A financial instrument affected by market risk includes borrowings and investments. The Company has international trade operations and is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has not borrowed funds.

(ii) Management of price risk:

The Company has no surplus for investment in debt mutual funds, deposits etc. The Company does make deposit with the banks to provide security against Overdrafts given by the banks. Deposit is made in fixed rate instrument. In view of this it is not susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments.

B. MANAGEMENT OF CREDITRISK:

Credit risk refers to the risk of default on its obligations by a counter party to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

The Company's historical experience of collecting receivables and the level of default indicate that credit risk is low and generally uniform across markets; consequently, trade receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment is recognised, where considered appropriate by responsible management.

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

The Company's Current assets aggregate to Rs .6035.71 lakhs (2019– Rs.5370.22 lakhs;) including Cash and cash equivalents and Other bank balances of Rs.21.16 lakhs (2019 – Rs. 8.41 Lakhs) against an aggregate Current liability of Rs. 944 lakhs (2019 – Rs. 520.28 Lakhs); Non-current liabilities due between one year to three years amounting to Rs. Nil lakhs (2019–Rs.Nil) and Non-current liability due after three years amounting to Rs.NIL (2019– NIL;) on the reporting date. Further, while the Company's total equity stands at Rs. 6029.99 lakhs(2019 – Rs. 5950.08 Lakhs), it has non-current borrowings of Rs. Nil (2019 – Nil). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

D. Fair value measurement

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	**Fair value hierarchy**	**As at March 31, 2020**		**As at March 31, 2019**	
		Fair Value		**Fair Value**	
Financial assets (Measured at amortised cost)					
(i) Cash and cash equivalent	L2	21.16	21.16	8.41	8.41
(iii) Trade receivables	L2	594.57	594.57	477.05	477.05
Total Financial Assets		**615.73**	**615.73**	**485.46**	**485.46**
Financial Liabilities (Measured at amortised cost)					
(i) Trade payables	L2	454.52	454.52	339.90	339.90
Total Financial Liabilities		**454.52**	**454.52**	**339.90**	**339.90**

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

Note 37 - RELATED PARTY DISCLOSURE

Disclosures in respect of related parties pursuant to IND AS 24

Party is given below:

(i) Holding Company

(a) Dawood Investment Private limited

During the year following transactions were carried out with the related parties in the ordinary course of business at arm length price.

Name of related party	**Nature of relation**	**2019-2020**	**2018-2019**	**Nature of transaction**
Mr. Daud Ali	key managerial personnel	47.04	47.04	Remuneration
Mr. Narendra Bhanawat	key managerial personnel	4.96	4.39	Remuneration
Eduvisor Services Private limited	Managing Director has control	-	683.18	Loan given
Genext students limited	Managing Director son has control	0.35	0.60	Rent Paid

Closing Balances

Eduvisor Services Private Limited (Loan)	1134.87

No amount in respect of the related parties have been written off/back are provided for during the year. Related party relationship has been identified by the Management and relied upon by the auditors.

Note 38

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro, Small and Medium Enterprises beyond 45 days. There were no amounts on account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act, 2006 not paid. Further, there were no amounts towards interest accrued that were remaining unpaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Information relating to the Micro, Small and Medium Enterprises	As at 31.03.2020	As at 31.03.2019
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year; (i) Principal amount (ii) Interest	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note 39- Impact of COVID -19

The Company's management has made initial assessment of likely impact from the pandemic COVID-19 on business and financial risks based on internal and external sources of information including economic forecasts, measures being under taken by Government and expected GDP growth. The management believes while the COVID-19 may adversely impact on the business in the short-term, it does not anticipate material medium to Long-Term risks to the business prospects. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, Investments, Inventories, receivables and other current assets. Currently, no major impact on the assets of the Company is envisaged and the Company will comfortably be able to service its business commitments and other statutory financial obligations.

Note 40

Balances of banks, sundry debtors and trade payables, current liabilities etc. as on March 31, 2020 are subject to confirmation and reconciliation.

Note 41

In the opinion of the Management, there is no impairment of assets in accordance with the Ind AS -36 as on the Balance Sheet date.

Note 42

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end.

Note 43

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

Note 44

The financial statements were authorised for issue by the Board of Directors on June 24 ,2020.

Note 45

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs and decimal thereof as per the requirements of Schedule III, unless otherwise stated.

Note 46

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current year's Financial Statements.

For and on behalf of the Board of Directors

Sd/- Sd/-

DAUD ALI **NARENDRA BHANAWAT**
Managing Director Whole Time Director &
Chief Financial Officer
DIN: 00185336 DIN: 00146824

Sd/-
Aditi Parmar
Company Secretary
M. NO. A37301

Date: 18.06.2020
Place: Udaipur

FOR AJAY PALIWAL & Co.
Chartered Accountants
Firm Reg. No. FRN012345C
Sd/-
(AJAY PALIWAL)
Proprietor
Membership No. 403290
Place: UDAIPUR
Date: 18.06.2020
UDIN: 20403290AAAAAF5769

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