

40TH ANNUAL REPORT



2019 - 2020

ADINATH TEXTILES LIMITED

BOARD OF DIRECTORS

Mr. Rajneesh Oswal	Chairman & Managing Director	(DIN : 00002668)
Mr. Vishal Oswal	Vice-Chairman & Managing Director	(DIN : 00002678)
Mr. Ramesh Chander Juneja	Independent Director	(DIN : 07804729)
Mrs. Priya Begana	Independent Director	(DIN : 07706647)
Ms. Harbhajan Kaur Bal	Additional Director (Independent)	(DIN : 00008576)

CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar

COMPANY SECRETARY

Mr. Parminder Singh

STATUTORY AUDITORS :

M/s. Malhotra Manik & Associates
Chartered Accountants
Ludhiana.

SECRETARIAL AUDITORS :

M/s. P.S. Bathla & Associates
Ludhiana.

REGISTERED OFFICE & WORKS

CIN: L17115PB1979PLC003910
Village Bholapur, P.O. Sahabana
Chandigarh Road, Ludhiana - 141 123
Tel: +91-161-2685270, 9876100948
Email: atl@shreyansgroup.com
Website: www.adinathtextiles.com

OFFICES

5 A-C, Gopala Tower, 25, Rajendra
Place, New Delhi- 110008.
TEL: +91-11-25818258-59, 25721042
EMAIL: sil.delhi@shreyansgroup.com

Registrar & Transfer Agents

Skyline Financial Services (p) Limited
D-153/A, 1st Floor
Okhla Industrial Area, Phase - 1,
New Delhi - 110020
Tel.: 011 40450193-97
Email: admin@skylinerta.com

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NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of the Company will be held on Monday, the 21st day of December, 2020 at 11:00 A.M. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business:

AS AN ORDINARY BUSINESS:

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

2. To appoint a Director in place of Mr. Vishal Oswal (DIN: 00002678), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:

ITEM NO. 3: RE-APPOINTMENT OF MR. VISHAL OSWAL (DIN 00002678) AS VICE-CHAIRMAN & MANAGING DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT consent of the members of the company be and is hereby accorded to the re-appointment Mr. Vishal Oswal (DIN: 00002678), as Vice-Chairman & Managing Director of the Company for a period of five years w.e.f. 1st May, 2020 to 30th April, 2025, without payment of remuneration, in accordance with provisions of sections 196 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification or re-enactment thereof), and on the terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the agreement to be entered into between the Company and Mr. Vishal Oswal, draft of which is submitted to this meeting and the same is hereby specifically approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

ITEM NO. 4: APPOINTMENT OF MS. HARBHAJAN KAUR BAL (DIN 00008576) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions

of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Harbhajan Kaur Bal (DIN: 00008576), aged 81 years, who was appointed as an Additional Director (Independent) by the Board with effect from 11th November, 2020 and who holds such office until this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term upto five years with effect from 11th November, 2020 to 10th November, 2025, not being liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval be and is hereby granted for appointing/continuing the directorship of Ms. Harbhajan Kaur Bal who has exceeded the age of 75 years as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The Register of Members and Share Transfer books of the Company shall remain closed from 15th December, 2020 to 21st December, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.

5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

6. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any members has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2020 are being sent by the permitted mode.

7. Members are requested to :

- i. Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- ii. Notify immediately to the company any change in their address/ mandate, if any.
- iii. Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

8. Shares of the Company are available for De-Materialization under ISIN- INE207C01019. Members who have not opted for De-Materialization are requested to do so in their own interest.

9. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non members and children.

10. A remote e-voting facility for the members shall also

be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 17th December, 2020 (09.00 A.M.) and ends on 20th December, 2020 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 14th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of 14th December, 2020 may obtain the login ID and password by sending a request at atl@shreyansgroup.com.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

	For Members holding shares in Physical Form and Demat Form (First time user)
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Please enter the DOB or Dividend Bank Details in order to login.</p> <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

*Sequence number shall be as per separate sheet enclosed with the Annual Report.

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in De-mat 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 De-mat 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 201104001** for the <Adinath Textiles Limited> to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians: Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

As 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 they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

As scanned copy of the Board Resolution and Power

of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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 help section or write an email to helpdesk.evoting@cdslindia.com.

11. M/s P.S. Bathla & Associates, Company Secretaries in practice, Ludhiana have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). Based on the report received from the scrutinizer, the Company will submit details of the voting results within 48 hours of the conclusion of the Meeting to the stock exchange as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results declared alongwith the Scrutinizer's report will also be posted on the website of the Company www.adinathtextiles.com and on the website of CDSL at www.evotingindia.com.

**By order of the Board
For Adinath Textiles Limited**

**Sd/-
Parminder Singh**

**Company Secretary
ACS 43115**

Dated : 11th Nov., 2020
Regd. Office: Village Bholapur,
P.O. Sahabana, Chandigarh Road,
Ludhiana 141 123
CIN: L17115PB1979PLC003910
Tel.: +91-161-2685270, 98761-00948
Email: atl@shreyansgroup.com
Website: www.adinathtextiles.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

On the recommendations of the Nomination & Remuneration Committee and subject to the approval by the members of the Company, the Board of Directors at their meeting held on 27th April, 2020 have re-appointed Mr. Vishal Oswal as the Vice-Chairman & Managing Director of the Company for a further period of five years i.e. from 1st May, 2020 to 30th April, 2025. The Board of Directors has not proposed any remuneration for Mr. Vishal Oswal for holding the office of Vice-Chairman & Managing Director of the Company.

The re-appointment of Mr. Vishal Oswal shall be without

remuneration. Further, no sitting fee shall be payable to Mr. Vishal Oswal during his tenure for attending any meeting of the Board or Committee thereof.

Mr. Vishal Oswal is a Commerce Graduate and has a good experience of more than two decade in the field of management & administration.

Mr. Vishal Oswal is Director (liable to retire by rotation) of the Company. He is also holding the Office of Vice-Chairman & Managing Director in Shreyans Industries Limited and Director in the following companies:

1. Achin Investment & Mercantile Company
2. Levina Investment & Mercantile Company
3. Ojasvi Investment & Mercantile Company
4. Oasis Share Trading (P) Ltd.

A copy of the draft agreement for re-appointment of Mr. Vishal Oswal as Vice-Chairman & Managing Director, setting out the terms and conditions is available for inspection by members at registered office of the company during working hours.

The Board recommends the Special resolution set forth at Item no. 3 of the Notice for the approval of the members as a Special Resolution.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vishal Oswal, the appointee himself and Mr. Rajneesh Oswal, being relative of Mr. Vishal Oswal, is interested in the proposed resolution.

ITEM NO. 4

Ms. Harbhajan Kaur Bal, aged 81 years, has been appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. 11th November, 2020 who holds such office until this Annual General Meeting.

Ms. Harbhajan Kaur Bal has experience of more than three decades as Academician & General Management. She is former Professor and Head Department of Business Management, Punjab Agricultural University. She also worked at Institute of economic growth, New Delhi, Lady Irwin College. She also has vast teaching, research and advisory work related experience with reputed and well known educational organizations in India.

Further, Ms. Harbhajan Kaur Bal meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 and has furnished a declaration to the Company in this respect. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules made thereunder and is independent

of the management. Accordingly, the Nomination & Remuneration Committee recommended to the Board and the Board has approved the appointment of Ms. Harbhajan Kaur Bal as an Independent Director for a period of five years with effect from 11th November, 2020 to 10th November, 2025, subject to the approval of the Shareholders of the Company.

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for appointing/continuing the Directorship of any non-executive Director who has attained the age of 75 years.

Considering the qualification, positive attributes, expertise and independence, the Board of Directors, believes that her association would be of immense benefit to the Company. The Board recommends the Special resolution set forth at Item no. 4 of the Notice for the approval of the members.

NOTICE OF INTEREST

Except Ms. Harbhajan Kaur Bal, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the Listing Regulations)**

Name of the Director	Vishal Oswal	Harbhajan Kaur Bal
DIN	00002678	00008576
Date of Birth	02.09.1972	12.06.1939
Date of Appointment on the Board	01.05.2017	11.11.2020
Qualification	Commerce Graduate	M.A (Maths), M. Stat, Ph.D. (Statistics) and DIM (Diploma in Management)
Relationship between Directors inter-se	Mr. Vishal Oswal and Mr. Rajneesh Oswal are real brothers.	---
Expertise in specific functional areas	Management & Administration	Academician & General Management
Directorship of other public limited companies	Shreyans Industries Ltd.	Shreyans Industries Ltd. Shreyans Financial & Capital Services Ltd.
Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Stakeholder's Relationship Committee (Shreyans Inds. Ltd.)	Audit Committee-Member (Shreyans Financial & Capital Services Ltd.)
No. of Shares held in the Company	4300	---

**By order of the Board
For Adinath Textiles Limited**

Sd/-

**Parminder Singh
Company Secretary
ACS 43115**

Dated : 11th Nov., 2020
Regd. Office: Village Bholapur,
P.O. Sahabana, Chandigarh Road, Ludhiana 141 123
CIN: L17115PB1979PLC003910
Tel.: +91-161-2685270, 98761-00948
Email: atl@shreyansgroup.com
Website: www.adinathtextiles.com

DIRECTORS' REPORT

Your Directors are pleased to present the 40th Annual Report on the business and operations of the Company along with Audited Financial Statements for the year ended 31st March, 2020.

FINANCIAL RESULTS

		(₹ in lakhs)
Particulars	2019-20	2018-19
Income from Operations	---	74.47
Other Income	138.71	117.32
Profit/ (Loss) before interest & depreciation	19.36	(35.08)
Less Interest	0.12	5.83
Gross Profit/ (Loss)	19.24	(40.91)
Depreciation and amortization expense	18.96	20.54
Profit/ (Loss) Before Tax	0.28	(61.45)
Provision For Taxation (including deferred tax)	(1.63)	(15.86)
Profit/ (Loss) after Tax from continuing operations	1.91	(45.59)
Profit / (Loss) from discontinued operations	(8.73)	---
Profit / (Loss) for the year	(6.82)	(45.59)

CORPORATE REVIEW

Due to no job work orders and accumulating losses the Company's Plant at Village Bholapur, Chandigarh Road, Ludhiana, has been shut down and the Company has discontinued its operations during the FY 2019-20. The income of ₹15.66 Lacs and expenses of ₹24.39 Lacs relating to the discontinued period have been shown under the head "Profit/(Loss) for the year from discontinued operations" as per Indian Accounting Standards. The other income of the Company during the financial year 2019-20 is ₹138.71 Lacs in comparison to ₹117.32 Lacs for the previous year.

In view of outbreak of Corona virus disease 2019 (COVID-19) which has been declared as a pandemic by World Health Organization and subsequent lockdown imposed by the Central and State Government(s) in India, the Company is closely monitoring the impact of this pandemic and believes that there has been no significant adverse impact on its financial position for the financial year ended 31st March, 2020 as its manufacturing plant located at Village Bholapur, Chandigarh Road, Ludhiana had already been closed prior to imposition of lockdown.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was ₹681.44 lakhs. During the year under review, the Company has not issued/granted any shares, stock options or sweat equity shares.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

OTHER EQUITY

The Company does not propose to carry any amount to any reserves.

DIVIDEND

Due to absence of profits, your Directors are unable to recommend any dividend for the year under review.

DEPOSITS

During the year under review the company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

NUMBER OF MEETINGS HELD

The details of Board and Committee Meetings are given in the Corporate Governance Report.

DIRECTORS

In compliance with the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the company, Mr. Vishal Oswal, Vice-Chairman & Managing Director will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment. The Board recommends his reappointment.

Mr. Vishal Oswal was re-appointed as Vice-Chairman & Managing Director of the Company for a period of three years which was valid till 30th April, 2020. The Nomination & Remuneration Committee in its meeting held on 27th April, 2020