

39TH ANNUAL REPORT



2018 - 2019

ADINATH TEXTILES LIMITED

BOARD OF DIRECTORS

Sh. Rajneesh Oswal	Chairman & Managing Director	(DIN : 00002668)
Sh. Vishal Oswal	Vice-Chairman & Managing Director	(DIN : 00002678)
Sh. Surinder Kumar Sekhri	Independent Director	(DIN : 00002601)
Sh. Ramesh Chander Juneja	Independent Director	(DIN : 07804729)
Mrs. Priya Begana	Independent Director	(DIN : 07706647)

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@shreyangroup.com
Website: www.adinathtextiles.com

OFFICES

1. 5 A-C, Gopala Tower, 25, Rajendra Place, New Delhi- 110008.
TEL: +91-11-25818258-59, 25721042
EMAIL: sil.delhi@shreyangroup.com
2. 912, Hub Town, Viva Building, 9th Floor, Shankar Wadi, Western Express Highway, Jogeshwari (East) Mumbai- 400060.
TEL: +91-22-22851025, 22851708
EMAIL: sil.mumbai@shreyangroup.com

CONTENTS	Page No.
NOTICE	5
DIRECTORS' REPORT	11
REPORT ON CORPORATE GOVERNANCE	29
INDEPENDENT AUDITOR'S REPORT	38
BALANCE SHEET	44
PROFIT & LOSS ACCOUNT	45
CASH FLOW STATEMENT	47
NOTES FORMING PART OF FINANCIAL STATEMENTS	48

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

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of the Company will be held on Friday, the 27th day of September, 2019 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, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Sh. Rajneesh Oswal (DIN: 00002668), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:**ITEM NO. 3: RE-APPOINTMENT OF SH. SURINDER KUMAR SEKHRI (DIN 00002601) 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, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sh. Surinder Kumar Sekhri (DIN 00002601), whose term as an Independent Director expires on 12th August, 2019, be and is hereby re-appointed as an Independent Director of the Company for another term of five years to hold the office from 13th August, 2019 upto 12th August, 2024, not liable to retire by rotation."

ITEM NO. 4: RE-APPOINTMENT OF SH. RAJNEESH OSWAL (DIN 00002668) AS 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. Rajneesh Oswal (DIN: 00002668), as Chairman & Managing Director of the Company for a period of five years w.e.f. 1st July, 2019 to 30th June, 2024, 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 set out in the agreement to be entered into between the Company and Mr. Rajneesh 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. 5: TO INCREASE THE LIMITS FOR LOANS AND INVESTMENT BY THE COMPANY

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

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and in terms of Articles of Association of the Company, the consent of the members of the company be and is hereby given to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of limits specified under section 186 of Companies Act, 2013 from time to time as may be considered appropriate, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 2 Crores (Rupees Two Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"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. 6: TO SELL, LEASE OR OTHERWISE DISPOSE OF IMMOVABLE AND/OR MOVABLE PROPERTIES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to lease, sell, transfer, convey, assign or otherwise dispose of Company's movable and/or immovable, tangible and/or intangible properties/assets and/or whole or substantially the whole of the undertaking(s) of the Company, to any person(s) and/or entity(ies) as may be

determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient 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 21st September, 2019 to 27th September, 2019 (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 2019 are being sent

by the permitted mode.

7. Members are requested to :

- Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- Notify immediately to the company any change in their address/ mandate, if any.
- 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:

- The remote e-voting period begins on 23rd September, 2019 (09.00 A.M.) and ends on 26th September, 2019 (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) 20th September, 2019 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 the cut-off date i.e. 20th September, 2019 may obtain the login ID and password by sending a request at atl@shreyansgroup.com.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - 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. 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 **EVS N 190806011** 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.
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 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.

A 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 : 27th May, 2019
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

The members of the Company in the Annual General Meeting held on 13th August, 2014, approved the appointment of Sh. Surinder Kumar Sekhri (DIN

00002601) as an Independent Director of the Company for a period of five years upto 12th August, 2019. In terms of the provisions of section 149(10), Sh. Surinder Kumar Sekhri is eligible for re-appointment as an Independent Director of the Company for another term of five years by passing special resolution in this regard.

In the opinion of the Board, Sh. Surinder Kumar Sekhri who is proposed to be re-appointed as an Independent Director of the Company fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sh. Surinder Kumar Sekhri as an Independent Director.

Sh. Surinder Kumar Sekhri along with his relatives does not hold any shares in the Company and has no relationship with any other Director of the Company.

Sh. Surinder Kumar Sekhri will attain the age of 75 years during his tenure. As per the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by way of a special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. The company, therefore, seeks the consent of members by way of special resolution for his re-appointment and continuation of his holding of office of Independent Director after attaining the age of 75 years during his term of re-appointment, not liable to retire by rotation, for a period of 5 years i.e. w.e.f. 13th August, 2019 to 12th August, 2024.

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

NOTICE OF INTEREST

None of the directors and key managerial personnel/their relatives, except Sh. Surinder Kumar Sekhri, the appointee himself, is interested in the proposed resolution.

ITEM NO. 4

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 May, 2019 have re-appointed Sh. Rajneesh Oswal as the Chairman & Managing Director of the Company for a further period of five years i.e. from 1st July, 2019 to 30th June, 2024. The Board of Directors has not proposed any remuneration for Sh. Rajneesh Oswal for holding the office of Chairman & Managing Director of the Company.

The re-appointment of Sh. Rajneesh Oswal shall be without remuneration. Further, no sitting fee shall be payable to Sh. Rajneesh Oswal during his tenure for attending any meeting of the Board or Committee thereof.

Sh. Rajneesh Oswal aged 52 years is the Chairman & Managing Director of the Company. He is a Commerce Graduate and has done Masters in Business Management. He has career spanning of over two and half decades in the field of industry and administration.

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

1. Adeep Investment Company
2. Virat Investment & Mercantile Company
3. Jagvallah Parasnath Capital Investments (P). Ltd.
4. Oasis Share Trading (P) Ltd.

A copy of the draft agreement for re-appointment of Sh. Rajneesh Oswal as 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. 4 of the Notice for the approval of the members.

NOTICE OF INTEREST

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

ITEM NO. 5

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium

account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above prior approval of the Members is being sought for enhancing the said limits.

The Board recommends the Special resolution set forth at Item no. 5 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives is interested in the proposed resolution.

ITEM NO. 6

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of members in the general meeting. As per the provisions of the said section an "undertaking" shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year; Accordingly, approval of the Members is being sought for selling, leasing, transferring, conveying, assigning or otherwise disposing of the Company's movable and/or immovable, tangible and/or intangible properties/assets, and/or whole or substantially the whole of the undertaking(s) in the best interest of the Company.

The Board recommends the Special resolution set forth at Item no. 6 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives is interested 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	Sh. Rajneesh Oswal	Sh. Surinder Kumar Sekhri
DIN	00002668	00002601
Date of Birth	27.06.1966	05.05.1946
Date of Appointment on the Board	30.06.1989	29.06.2004
Qualification	MBA	CA
Relationship between Directors inter-se	Sh. Rajneesh Oswal and Sh. Vishal Oswal are real brothers.	---
Expertise in specific functional areas	Business Management	Finance
Directorship of other public limited companies	Shreyans Industries Ltd.	---
Memberships/ Chairmanships of committees of other Public Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Member-Stakeholder's Relationship Committee Shreyans Industries Ltd.	---
No. of Shares held in the Company	---	---

By order of the Board
For Adinath Textiles Limite
Sd/-
Parminder Singh
Company Secretary
ACS 43115

Dated : 27th May, 2019
Regd. Office: Village: Bholapur, P.O. Sahabana,
Chandigarh Road, Ludhiana 141 123
CIN: L17115PB1979PLC003994
Tel.: +91-161-2685270, 98761-00948
Email: atl@shreyansgroup.com
Website: www.shreyansgroup.com