



ANNUAL REPORT

2018-2019

K G DENIM LIMITED



K G DENIM LIMITED

BOARD OF DIRECTORS

Executive Chairman Shri KG Baalakrishnan (DIN : 00002174)

Managing Directors Shri B Sriramulu (DIN : 00002560)
Shri B Srihari (DIN : 00002556)

Directors Shri G V S Desikan (DIN : 00050597)
Shri G P Muniappan (DIN : 01653599)
Shri K N V Ramani (DIN : 00007931)
Smt T Anandhi (DIN : 00050786)
Smt M B N Rao (DIN : 00287260)
Shri A Velusamy (DIN : 00002204)
Shri A P Seturaaman (DIN : 07331898)

Registered Office
Then Thirumalai
Jadayampalayam, Coimbatore - 641 302
Phone : (04254) 235401 / 235240
Website : www.kgdenim.com
E-mail : cskgdl@kgdenim.in
CIN : L17115TZ1992PLC003798

Company Secretary Shri M Balaji

Chief Financial Officer Shri S Muthuswamy

Auditors M/s Mohan & Venkataraman
Chartered Accountants
Coimbatore

Bankers Indian Bank
Andhra Bank
State Bank of India
Allahabad Bank
The South Indian Bank Limited

Registrar and Share Transfer Agent
Cameo Corporate Services Ltd
"Subramanian Building"
No.1, Club House Road
Chennai - 600 002
Phone : (044) 28460390 (6 lines)
E-mail : narasimhan@cameoindia.com

CONTENTS	Page
Directors' Report	2
Auditors' Report	38
Balance Sheet	45
Statement of Profit & Loss	46
Cash Flow Statement	47
Notes	49
Consolidated Financial Statements	81
Notice	I to V

K G DENIM LIMITED

DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

We have pleasure in presenting the Twenty-Seventh Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2019.

FINANCIAL RESULTS

(Rs. in lakhs)

PARTICULARS	Standalone		Consolidated	
	For the year ended 31 st March 2019	For the year ended 31 st March 2018	For the year ended 31 st March 2019	For the year ended 31 st March 2018
Revenue from Operations and Other Income	69580	63867	72876	71985
Profit before Finance Cost, Depreciation, Extraordinary Items and Tax Expense	5887	4702	5691	4201
Less : Finance Cost	2499	2435	2592	2582
Profit before Depreciation, Extraordinary Items and Tax Expense	3388	2267	3099	1619
Less : Depreciation	1684	1391	1692	1445
Profit before Extraordinary Items and Tax Expense	1704	876	1407	174
Less : Exceptional Items	163	-	163	-
Current, Deferred & earlier year tax	444	293	391	83
Profit from continuing operations	1097	583	853	91
Add : Other Comprehensive Income	222	48	43	32
Net Profit for the year	875	631	810	123

STATE OF THE COMPANY'S AFFAIRS

During the period under review, the Company had earned revenue of Rs.69580 lakh and Net Profit of Rs.875 lakh on standalone basis and Rs.72876 lakh and Rs.810 lakh respectively on consolidated basis.

PERFORMANCE OF THE COMPANY

The Company has three main product segments viz., Fabric (Denim / Apparel), Home Textiles and Apparel.

The Company has performed well in terms of turnover with a growth of 9% over the previous year. The export sales grew by 16%. The Company has bagged Golden Trophy awarded by Texprocil for its export performance. The domestic sales were maintained during the year.

During the year ended 31.03.2019 total Fabric production was 342 lakh meters as against 371 lakh meters in 2017-18.

Sale of Fabric was 338 lakh meters in 2018-19 as against 355 lakh meters in 2017-18.

The Net Profit had increased due to increase in export volumes and favourable exchange rates.

DIVIDEND

The Board of Directors recommends a dividend of 7.50 % (i.e. Rs.0.75) per equity share of the Company for the year 2018-19. The Dividend tax payable amounts to Rs.39.56 lakh.

INDUSTRY STRUCTURE AND DEVELOPMENT

There has been pressure on sales, particularly on denim fabrics. We are witnessing sluggish sales across the mid segment and high end brands at the retail end resulting in piling up of inventory at the brands and also at the manufacturers' end. This has put all the mills in the market to downsize the production by 40 to 50% which would remain for few more months until the market emerges back to the old state.

The scenario in Europe has not changed much since the last year due to slowdown in economy resulting in all the retailers struggling to step up sales. Export of fabrics has had a hit due to this situation and we are hoping the market would pick up from the next season.

Efforts are being taken to target new makets and we have made inroads in Ukraine and Korea although the Market has high competition from India, Pakistan and Turkey.

Due to US-China trade war there is huge pressure on Chinese mills to ship fabrics to other countries like Bangladesh, Vietnam and few others at much lower prices making it difficult for other countries to sell.

K G DENIM LIMITED

OPPORTUNITIES AND THREATS

We are expecting the domestic market to improve during the festive season resulting in fabric sales to improve to brands and retailers in the domestic segment.

Due to Geo Political situations and various countries imposing trade restrictions difficulties are being experienced in the export market.

At the domestic market also there has been tepid demand and the overall demand has shown downward trend.

LISTING OF EQUITY SHARES

The Company's Equity shares are listed at the following Stock Exchange:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.

The Company has paid the Annual Listing Fees to the said Stock Exchange for the Financial Year 2019-20.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES

The Company has two wholly owned subsidiaries Trigger Apparels Limited and KG Denim (USA) Inc.

The Company's wholly owned subsidiary Trigger Apparels Limited is engaged in the marketing of readymade garments.

During the year, the gross turnover in Trigger Apparels Limited was Rs.40.95 lakh against Rs.11500 lakh during the previous year. The Subsidiary Company has registered a loss of Rs.39 lakh as against a loss of Rs.504 lakh in the previous year. The subsidiary is reorganising its products and marketing channels.

There has been an improvement in margins compared to earlier years. The overall loss is on account of liquidation of stocks in the first quarter of 2018-19.

KG Denim (USA) Inc. had achieved a turnover of Rs.246.76 lakh and registered a loss of Rs.25.96 lakh during the year mainly on account of initial advertisement and sales promotion expenses.

As per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the Subsidiary companies is prepared in Form AOC-1 and same is enclosed to this report as Annexure-1.

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards 21 issued by The Institute of Chartered Accountants of India (ICAI) and as per the provisions of Companies Act, 2013.

As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its subsidiaries on its website www.kgdenim.com and copy of separate audited financial statements of its subsidiaries will be provided to the shareholders at their request.

CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer of the Company have submitted a Certificate to the Board as required under Clause 49 of the Listing Agreement for the year ended 31st March, 2019.

MEETINGS OF THE BOARD OF DIRECTORS

During the year ended 31st March, 2019, five Board Meetings were held.

The dates on which the Board meetings were held are 25th May 2018, 01st August 2018, 14th November 2018, 03rd January 2019 and 9th February 2019.

A meeting of the Independent Directors of the Board was held on 5th February, 2019.

Details of meetings of the Board and its Committees are disclosed in the report on Corporate Governance.

K G DENIM LIMITED

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement the Board of Directors of the Company hereby confirms:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and Statement of Profit and Loss Account of the Company for that period;
- iii) that the Directors have 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) that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2019 on a going concern basis;
- v) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (7) OF SECTION 149 OF THE COMPANIES ACT, 2013

The Independent Directors have submitted the declarations of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6).

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consisted of Shri K N V Ramani, Chairman with Shri G V S Desikan and Shri G P Muniappan as members.

Brief description of terms of reference:

1. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal;
2. carry on the evaluation of every director's performance;
3. formulation of the criteria for determining qualifications, positive attributes and independence of a director;
4. recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
5. formulation of criteria for evaluation of Independent Directors and the Board;
6. devising a policy on Board diversity; and
7. any other matter as the Board may decide from time to time.

NOMINATION AND REMUNERATION POLICY

THE OBJECTIVES OF THE POLICY

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
3. To carry out evaluation of the performance of Directors.
4. To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

The details of Loans, Guarantees given and Investments made during the Financial Year ended on 31st March, 2019 are given in the notes to Financial Statements in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

K G DENIM LIMITED

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF COMPANIES ACT, 2013

The Company adopted a Related Party Transaction Policy in terms of SEBI regulations for compliance with Corporate Governance and Clause 49 of the Listing Agreement. The policy has also been hosted on the Company's website. All transactions entered into with Related Parties for the year 2018-19 were on Arm's length basis.

There were no material related party transactions in terms of the Related Party Transaction Policy adopted.

Thus disclosures in Form AOC-2 as per Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014 are not required.

Further, there were no material related party transaction with the Promoters, Directors or Key Managerial Personnel during the year.

All related party transactions are placed before the Audit Committee as also to the Board for approval on a quarterly basis. Omnibus approval was obtained for transaction of repetitive nature.

BUY BACK OF EQUITY SHARES

The Board, at its meeting held on 14.11.2018, which was subsequently revised at the Board Meeting held on 03.01.2019, proposed for Buy Back of its Equity Shares to the extent of 2196500 Equity Shares at Rs.40/- per share with an overall buy back size Rs.8,78,60,000/- through Tender Offer basis. The offer opened on 22.01.2019 and closed on 04.02.2019. Total number of shares tendered was 16080 Equity Shares amounting to Rs.6,43,200/-. Necessary formalities have been complied with.

TRANSFER OF AMOUNT TO RESERVES

In terms of Section 69 of the Companies Act, 2013 a sum of Rs.1.61 lakh, being face value of Rs.10 of 16080 shares bought back, was transferred to Capital Redemption Reserve.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as Annexure - 2 to this Report.

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is prepared and the same is enclosed as Annexure - 3 to this Report.

RISK MANAGEMENT COMMITTEE

Risk Management Committee consists of Shri B Sriramulu as Chairman with Shri S Muthuswamy and Shri M Balaji as members.

The Committee had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure is reviewed by the Audit Committee and Board of Directors on a Quarterly basis at the time of review of Quarterly Financial Results of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility is commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and Society.

K G DENIM LIMITED

The Board of Directors of the Company has constituted Corporate Social Responsibility Committee consisting of Shri KG Baalakrishnan as Chairman with Shri G V S Desikan and Shri A Velusamy as Members and adopted policy for Corporate Social Responsibility.

Corporate Social Responsibility policy was adopted by the Board of Directors on the recommendation of Corporate Social Responsibility Committee.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure -4.

EVALUATION OF BOARD

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The manner in which the evaluation has been done is explained in the report on Corporate Governance.

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013, Smt T Anandhi retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company :

- | | | |
|----------------------|---|-------------------------|
| 1. Shri B Sriramulu | - | Managing Director |
| 2. Shri B Srihari | - | Managing Director |
| 3. Shri M Balaji | - | Company Secretary |
| 4. Shri S Muthuswamy | - | Chief Financial Officer |

DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013.

STATUTORY AUDITORS

M/s. Mohan & Venkataraman were appointed as Auditors of the Company at the AGM held on 16.09.2017, to hold office as Auditors for a term of five financial years commencing from 2017-18 to 2021-22 till conclusion of AGM to be held for financial year 2021-22.

AUDITORS REPORT

M/s. Mohan & Venkataraman, Chartered Accountants (ICAI Regn. No.007321S) have issued Auditors Report for the Financial Year ended 31st March, 2019.

There are no qualifications in Auditors' Report.

INTERNAL AUDITORS

The Board of Directors of the Company had appointed Mr K Panneerselvam, Chartered Accountant (Membership No.220574) to conduct Internal Audit of the Company.

COST AUDITORS

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Textile Divisions every year.

K G DENIM LIMITED

The Board of Directors, on the recommendation of Audit Committee, has appointed Messrs M Nagarajan, Cost Accountants, (Firm Registration Number 6384) as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2019-20. As required under the Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting for their ratification.

AUDIT COMMITTEE

Audit Committee consisted of Shri G P Muniappan as Chairman with Shri K N V Ramani, Shri G V S Desikan and Shri A P Seturaaman as members.

All the members of the Audit Committee are Independent Directors.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

CORPORATE GOVERNANCE

The Corporate Governance, which forms part of this Report, together with the Certificate from the Practising Company Secretary of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (LODR) Regulations, 2015 is annexed as - Annexure - 5.

VIGIL MECHANISM

The Board of Directors have adopted a Whistle Blower Policy which is hosted on the Company's website. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases.

SECRETARIAL AUDITORS REPORT

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed Shri M.R.L.Narasimha, Practising Company Secretary (C.P.No:799) as Secretarial Auditor to conduct Secretarial audit of the Company for the Financial Year ended on 31st March, 2019.

Secretarial Audit Report issued by Shri M.R.L.Narasimha, Practising Company Secretary in form MR-3 is enclosed as Annexure - 6 to this Annual Report.

There are no qualifications in Secretarial Audit Report except for the violations which are reported in the Secretarial Auditors Report.

STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The Statement of particulars of Appointment and Remuneration of Managerial personnel as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure - 7 to this Annual Report.

ENVIRONMENT

The Company holds due certification under ISO 14001 : 2004 which is primarily focused on environmental management system. It ensures that the manufacturing of products is carried on without affecting the environment in the working area and surroundings.

The Company is a member of Sustainable Apparel Coalition (SAC). SAC provides credible, practical and industry wide guidelines and provides tools to define, measure and evaluate industry's product environmental and social performance support.

The Company has achieved one of the best scores in the apparel industry as verified by a leading brand assessor.

During the current year, the Company has implemented various environmental measures and reduction program like Green House Gas inventory measurement, replacement of freon gas air conditioners, increasing the area of plantation etc.

K G DENIM LIMITED

The Company has improved effluent water treatment system conforming to the Pollution Control Board parameters. A new plant has been added which has increased the Biological treatment capacity by 60%. An advanced technology of Biological Diffuser Aeration system has been introduced which has resulted in reduction in chemicals usage. Consequently, reduction in sludge, improvement in outlet water quality and consistence and improvement in RO recovery were achieved. The highlighting of our sustainability effort can be seen in the link <https://youtu.be/uZGhiwq6XSM>.

HEALTH AND SAFETY

The Company has obtained certification under OHSAS 18001 : 2007 (Occupational Health and Safety Management Assessment Standard) which is an Integrated Management System focusing on an organization's occupational health and safety management system. This standard guides us to identify and control the conditions and factors that affect the well-being of employees, contractors, visitors and any other person in the work place.

The Company is implementing various health and safety practices in continuous manner as per OHSAS-18001 standards and legal requirements.

The Company is conscious of improving the occupational and personal health of its employees. In addition to free medical camps, the Company also organizes employees' health check up in outside hospitals on an annual basis.

The Company provides a safer work environment for its employees. Basic equipments are provided to ensure safety from fire. Awareness classes are being conducted periodically with the help of external agencies about the basic safety, fire fighting, mock drills, mass evacuation, first aid etc.,

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the Financial Year ended 31st March, 2019, the Company has not received any complaints pertaining to sexual harassment.

NATIONAL COMPANY LAW TRIBUNAL (NCLT) ORDER ON COMPOUNDING OF OFFENCES

The Company was served with a Show Cause Notice by ROC for non-compliance with Section 135 read with Section 134(3)(o) of the Companies Act, 2013 relating to non spending of expenditure on CSR activities in Financial Year 2014-15.

The Company had filed a Petition before National Company Law Tribunal (NCLT) for Compounding of offences on 04.12.2018.

NCLT, vide its order dated 08.04.2019, allowed the Petition for compounding of offences with a levy of fee of Rs.1.00 lakh on the Company and Rs.50,000/- on each Director and Key Managerial Personnel.

The fees have been paid.

SOCIAL RESPONSIBILITIES

The Company is maintaining a hospital for serving the community including supply of medicines at subsidised costs. As a part of social environmental protection, agro forestry has been developed with a demo plant with the technical support of Forest College, Coimbatore.

Besides, necessary essential services like providing potable drinking water to near by villages, financial aids to schools etc., are also rendered.

INSURANCE

All properties and insurable interests of the Company including building, plant and machinery and stocks have been fully insured.

FINANCE

Your Directors acknowledge with gratitude, the valuable assistance and support extended by our Bankers for Term Loans and Working Capital ie., Indian Bank, Andhra Bank, State Bank of India, The South Indian Bank Limited and Allahabad Bank.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

1. The Company maintains all its records in ERP System and the work flow and approvals are routed through ERP System;
2. The Company has appointed Internal Auditors to observe the Internal Controls, whether the work flow of organization is being done through the approved policies of the Company. In every Quarter during the approval of Financial Statements, Internal Auditors will present the Internal Audit Report and Management Comments on the Internal Audit observations;

K G DENIM LIMITED

3. The Board of Directors of the Company have adopted various policies like Related Party Transactions Policy, Whistle Blower Policy, Policy to determine Material Subsidiaries and such other procedures for ensuring the orderly and efficient conduct of its business for 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.

CHANGE IN THE NATURE OF BUSINESS

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

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

No Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Details of pending legal cases are furnished in Note No.41 to the accounts.

MATERIAL CHANGES AND COMMITMENTS

There are no Material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2019 to the date of signing of the Director's Report.

ACKNOWLEDGMENT

The Directors take this opportunity to place on record their sincere thanks to the Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time.

PERSONNEL

The Directors wish to place on record their appreciation for the co-operation extended by all sections of the employees.

CAUTIONARY STATEMENT

The statement in this Directors' Report & Management Discussion and Analysis contain forward looking statements regarding Company's projections & expectations and the actual results could differ materially from those expressed on account of various factors like raw material prices, change in demand, government regulation etc., and the readers are cautioned against placing undue reliance on the same.

PARTICULARS OF EMPLOYEES

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure - 7 to this report.

There was no employee in receipt of remuneration exceeding Rs.60 lakh per annum as per Section 197(12) read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence the particulars are not furnished.

The Company has presented in this Report, the consolidated financial statements of the holding company and all its subsidiaries, duly audited by the Statutory Auditors. The Company will make available the audited annual accounts and related information of its subsidiaries, upon request by any of its shareholders. The annual accounts of the subsidiary companies will also be kept for inspection by any member at the Registered Office of the Company and its subsidiary companies.

Our humble prayers to Sri Venkateswaraswamy Vari of Then Thirumalai for the continued prosperity of the Company.

Coimbatore
05.08.2019

On behalf of the Board
KG Baalakrishnan
Executive Chairman
DIN: 00002174