



HIMACHAL FIBRES LIMITED

ANNUAL REPORT 2019-20



www.himachalfibre.com

HIMACHAL FIBRES LIMITED



HIMACHAL FIBRES LIMITED CORPORATE INFORMATION

BOARD OF DIRECTORS & DESIGNATION

Mr. Surjit Singh

Chairman, Non-Executive & Independent Director

Mr. Gian Chand Thakur

Whole time Director

Mr. Manoj Kumar

Non-Executive & Non-Independent Director

Mrs. Malkeet Kaur

Non-Executive & Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Surjit Singh (Chairperson)

Mr. Gian Chand Thakur

Mrs. Malkeet Kaur

Nomination & Remuneration Committee

Mrs. Malkeet Kaur (Chairperson)

Mr. Manoj Kumar

Mr. Surjit Singh

Stakeholders Relationship Committee

Mr. Surjit Singh (Chairperson)

Mr. Gian Chand Thakur

Mrs. Malkeet Kaur

KEY EXECUTIVE OFFICERS

Mr. Navrattan Sharma

Chief Financial Officer

Mrs. Laxmi Khatri

Company Secretary & Compliance Officer

STATUTORY AUDITORS

Manjul Mittal & Associates

Chartered Accountants

32, Green Enclave, Near Ferozepur Road,

Octroi Post, Barewal, Ludhiana-141001

SECRETARIAL AUDITORS

Rajeev Bhambri & Associates

Company Secretaries in Practice

SCO-9, 2nd Floor, Jandu Tower,

Miller Ganj, Ludhiana-141003

BANKERS

State Bank of India

Sunder Nagar, Ludhiana-141007

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping Centre,

Near Dada Harsukh Dass Mandir, New Delhi – 110062,

REGISTERED OFFICE/ WORKS

Plot No. 43-44, Industrial Area,

Barotiwala-174 103 (Himachal Pradesh)

CORPORATE OFFICE

8-L, Model Town, Backside Hotel

Chevron, Ludhiana-141002 (Punjab)

39TH ANNUAL GENERAL MEETING

DAY: Monday

DATE: 28th September, 2020

TIME: 04:30 P.M.

PLACE: Video Conferencing

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HIMACHAL FIBRES LIMITED



NOTICE

Notice is hereby given that the **39th Annual General Meeting (AGM)** of the members of the Company will be held on Monday, the 28th day of September, 2020 at 04.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as per the detailed instructions stated hereinafter, to transact the following businesses:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements as at March 31st 2020, together with the Report of Auditors and Directors thereon.**
- 2. To appoint a Director in place of Mr. Gian Chand Thakur (DIN: 07006447), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- 3. To re-appoint Mrs. Malkeet Kaur (DIN: 07140603) as an Independent director of the Company.**
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, basis of recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mrs. Malkeet Kaur (DIN: 07140603) aged about 47 years an Independent Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company with effect from 39th Annual General Meeting.

RESOLVED FURTHER THAT Mr. Manoj Kumar, Director (DIN: 06872575) and Mrs. Laxmi Khatri, Company Secretary and Compliance Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

**By Order of the Board
For Himachal Fibres Limited
Sd/-
(Laxmi Khatri)
Company Secretary & Compliance Officer**

Place: Ludhiana

Dated: September 02nd 2020

Registered Office: Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh) Corporate Office: 8-L, Model Town, Backside Hotel Chevron Ludhiana-141002 (Punjab)	CIN: L17119HP1980PLC031020 Website: www.himachalfibre.com Email: hfl.corporate@gmail.com
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NOTES:

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed hereto. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 in respect of Director seeking appointment / reappointment at the meeting is enclosed as Annexure to this Notice.
- In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its general circular no. 20/2020 dated 05 May, 2020 read with general circular no. 14/2020 dated 08 April, 2020 and general circular no. 17/2020 dated 13 April, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), companies are allowed to hold the AGM through VC/OAVM during this year without the physical presence of members at the common venue. In accordance with the MCA Circulars, SEBI Regulations, the AGM of the Company is being conducted through VC/OAVM.



3. As the AGM shall be conducted through VC/OAVM, the Attendance Slip and the Route Map of the venue are not annexed to this Notice. Further, the facility of appointment of proxy by the Member is not available for the meetings held through VC/OAVM; hence the Proxy Form is not annexed to this Notice.
4. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/s authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at hfl.corporate@gmail.com
5. In accordance with, the General Circular No. 20/2020 dated 5 May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.himachalfibres.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website Central depository Services (India) Limited at www.evotingindia.com.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 22nd 2020 to September 28th 2020 (both days inclusive).
8. Participation of members through VC/OAVM will be reckoned for the purpose of quorum of the AGM as per section 103 of the Act.
9. The Required Registers of the Companies Act shall be available for inspection of the Members of the Company from the date of Notice to till the conclusion of 39th Annual General Meeting. The Members may send request for the inspection by sending mail at hfl.corporate@gmail.com
10. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.
11. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Pursuant to SEBI circular, shareholders whose ledger folios do not have or have incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA/company for registration in their folio. The Companies Act, 2013, and rules made there under also require further details to be submitted to the Company like PAN, email address, father's/mother's/spouse's name and bank particulars. Members holding shares in electronic form are therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts.
14. Pursuant to SEBI circular, shareholders holding shares in physical form has mandated to convert their shares in dematerialization form for carried out the transfer of shares effective.
15. We urge members to support our commitment to the situation of COVID 19 & environmental protection by choosing their shareholding communication through email. You can do this by updating your email address with your depository participants/RTA.



16. Pursuant to the provisions of the Act, read with Companies (Significant Beneficial Owners) amendments Rules, 2019 (“the Rules”) notified by the Ministry of Corporate Affairs on 08 February, 2019, an Individual, who acting alone or together, or through one or more persons or trusts, Body Corporates, HUF, Partnership firms, Investment vehicle, becomes a significant beneficial owner or where his/her significant beneficial ownership undergoes any change in Company, shall file declaration in prescribed forms with the Company. The significant beneficial ownership for this purpose shall mean individually or together holding of 10% or more of the shares or voting rights in the Company. Therefore, if applicable, the Members are requested to file necessary declaration in BEN -1 with the Company. The aforesaid Rules and the relevant provisions of the Act with format are available at <http://ebook.mca.gov.in/default.aspx>. For any clarification the Members may contact the Company by writing an Email on hfl.corporate@gmail.com

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

- i. 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.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least Ten (10) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at hfl.corporate@gmail.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten (10) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at hfl.corporate@gmail.com. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

STEPS FOR REMOTE E-VOTING

- i. **The remote e-voting period begins on September 25th 2020 at 9.00 a.m. and will end on September 27th 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **the cutoff date i.e. September 21th 2020**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- 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 remote e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- 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. Members 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 remote 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 Members holding shares in Demat Form and Physical Form
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> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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. 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 remote e-voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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 Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- xii. **Click on the EVSN for the relevant Company i.e. "Himachal Fibres Limited"/ "Electronic Voting Sequence Number"** of Himachal Fibres Limited.
- 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 decide 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 out 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 changed 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" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone 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.
- xx. **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:

1. 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/RTA email id.

2. 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/RTA email id.

xxi. 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 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.

xxii. Any person, who acquires shares of the Company and become Member of the Company after email of the Notice and holding shares as on the cut-off date i.e. **September 21st 2020**, may follow the same instructions as mentioned above for remote e-voting. The Voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on the cut-off date i.e. **September 21st 2020**. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.

- In case of any queries or issues regarding attending AGM and e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact **Mr. Nitin Kunder (022- 23058738)** or **Mr. Mehboob Lakhani (022-23058543)** or **Mr. Rakesh Dalvi (022-23058542)**. Further **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 on 022-23058542/43.**
- The Board of Directors has appointed **Mr. Rajeev Bhambri**, Practicing Company Secretary (Membership No. 4327 and C.P.No. 9491) of Rajeev Bhambri & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.himachalfibre.com and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE), where the shares of the Company are listed.

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.

HIMACHAL FIBRES LIMITED



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.
- (i) Note for Non – Individual Shareholders and Custodians
1. 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.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 3. 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.
 4. 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.
 5. 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.
 6. 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; hfl.corporate@gmail.com or rajeev.bhambri@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of AGM i.e. September 28th 2020.

**By Order of the Board
For Himachal Fibres Limited
Sd/-
(Laxmi Khatri)
Company Secretary & Compliance Officer**

Place: Ludhiana

Dated: September 02nd 2020

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

Item No. 3

Mrs. Malkeet Kaur had been appointed by the Company as Independent Directors of the Company for a term of 5 consecutive year at the 34th Annual General Meeting and whose current term expires on 39th Annual General Meeting, and pursuant to Section 149(10) of the Act, they are eligible for re-appointment for a second term of five years on passing of a special resolution by the Company.

On the recommendation of Nomination & Remuneration Committee and based on report of their performance evaluation, the Board of Directors of the Company at their meeting held on September 02nd 2020 approved the re-appointment of the above Independent Director of the Company for a second term of five consecutive years with effect from 39th Annual General Meeting. The Company has also received consent letters and declaration of independence from such Director for their re-appointment.

In the opinion of the Board, the Independent Director fulfill the conditions specified in the Act and the Rules made thereunder and listing regulations, for appointment as Independent Directors and they are independent of the management.

Pursuant to Regulation 36(3) of Listing Regulations the brief profile of Mrs. Malkeet Kaur is provided separately in this Notice. The Board of Directors is confident that their knowledge and experience will be of immense value to the Company and hence recommends the respective Resolutions for the approval of Members.

HIMACHAL FIBRES LIMITED



In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of above directors as an Independent Directors of the Company for a second term is placed before the Members in general meeting for their approval.

Mrs. Malkeet Kaur is not related to any Directors or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Mrs. Malkeet Kaur, are in any way concerned or interested, financially or otherwise, in the respective resolution related to their appointment.

**By Order of the Board
For Himachal Fibres Limited**

Place: Ludhiana
Dated: September 02nd 2020

Sd/-
(Laxmi Khatri)
Company Secretary & Compliance Officer

Information Pursuant to Corporate Governance Clause of the SEBI (LODR) Regulations, 2015 and Regulation 36 of the Listing regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI), regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.

Re-appointment of Mr. Gian Chand Thakur & Mrs. Malkeet Kaur

Name of the Director	Mr. Gian Chand Thakur	Mrs. Malkeet Kaur
DIN	07006447	07140603
Date of Birth	20/04/1972	05/09/1973
Date of Appointment	12/11/2014	28/09/2015
Brief Resume & Expertise in specific functional area	He has experience of Twenty Seven (28) years in the Industry and during his career in textile industry, he has worked with Auro Spinning Mills, Arihant Industries, Birla Textile Mill, Indian Yarn Ltd.	She has experience of Twenty (20) years in Management
Board meetings held & attended during FY 2019-20	Held Five (5) and attended Five (5)	Held Five (5) and attended Five (5)
No. of Shares in the company	NIL	NIL
Qualification	P.G. (Public Administration)	Matric
Directorships of other Listed Companies	NIL	NIL
Chairmanship / Membership of Committees of other Listed Companies	NIL	NIL
Relationship with other Directors	Not related to any director	Not related to any director
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and condition of re-appointment including remuneration are same as per appointment. Remuneration Last drawn is Rs. 7.03 Lac during the last financial year.	Appointed by the Company as Independent Directors of the Company for a term of 5 consecutive year at the 34th Annual General Meeting and whose current term expires on 39th Annual General Meeting and pursuant to Section 149(10) of the Act, they are eligible for re-appointment for a second term of five years on passing of a special resolution by the Company. Sitting fee paid during the last financial year and details are given in Corporate Governance Report. Sitting fee sought to be paid for attending the Board of Director and/or Committees meeting.
Justification for choosing the appointees for appointment as Independent Directors	N.A.	Due to her expertise in the above mentioned area.

HIMACHAL FIBRES LIMITED



BOARD'S REPORT

TO
THE MEMBERS OF,
HIMACHAL FIBRES LIMITED.

Your Directors have pleasure in presenting the 39th Annual Report together with the Audited Statement of Accounts of Himachal Fibres Limited (HFL) for the year ended March 31st, 2020.

1. FINANCIAL HIGHLIGHTS.

The summary of the financial performance of the Company for the financial year ended March 31st, 2020 compared to the previous year ended March 31th 2019 is given below:

Particulars	(in Lacs)	
	Year Ended March 31 st 2020	Year Ended March 31 st 2019
Revenue from Operations and Other Income (Total Revenues)	4456.13	4908.98
Gross loss before interest and depreciation	(279.00)	574.17
Finance cost	312.54	352.56
Profit before depreciation and amortization (Cash Profit)	33.54	221.62
Depreciation and Amortization	203.35	204.50
PBT before exceptional items	(236.89)	17.12
Exceptional items	0.00	0.00
Profit/Loss before Tax (PBT)	(236.89)	17.12
Tax- Current	(0.000)	3.29
Tax- Deferred	(6.79)	(27.33)
Profit/Loss after Tax	(230.10)	41.16
Other Comprehensive Income (Net of Tax)	5.79	17.89
Total Comprehensive Income	(224.31)	59.05
Earnings per Share (EPS) (in Rs.) (after exceptional item)		
- Basic	(0.27)	0.01
- Diluted	(0.27)	0.01

*Previous figures have been regrouped/ reclassified, wherever necessary, to confirm with the current period classification/presentation.

2. STATE OF COMPANY'S AFFAIRS :

Total Revenue from operation for the year is Rs. 4265.95 Lakhs as compared to Rs. 4776.48 Lakhs of previous year. The Net Loss after tax for the year ended March 31st, 2020 is Rs. (230.10) Lakhs as compare to Net Profit after tax of Rs. Rs. 41.16 Lakhs for the previous year.

3. DIVIDEND

In view of the inadequate profit for the year ended March 31st 2020, the Board of directors has not recommended any dividend for the year under review.

4. TRANSFER TO RESERVE

The Board of your Company has decided not to transfer any amount to the General Reserves for the financial year 2019-20.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there were no unpaid/unclaimed Dividend and other amounts, as prescribed under Sections 124 & 125 of Companies Act, 2013 lying with the company, therefore, the provisions of above mentioned sections do not apply to the company.



6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

In pursuance to section 134(3) (L) of the Act, no material changes and commitments have occurred after the closure of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company except the Assessment of Impact of Pandemic of COVID-19 on the Business of Company

Detailed assessment of the operations has been carried out by the Company covering production, sales, recovery of trade receivables, liquidity position, inventory levels, carrying value of its all the assets. Based on prevailing economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business. Future impact of the COVID-19 is quite difficult to assess due to highly uncertain situation and may be different from time to time.

7. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the company during the year under review.

8. SHARE CAPITAL

During the year under review, no change in the paid-up share capital of the company.

8.1 Redemption of Preference Shares

The Company has not redeemed any Preference Shares during the year under review.

8.2 Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

8.3 Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

8.4 Bonus Shares

No Bonus Shares were issued during the year under review.

8.5 Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

9. FINANCE

9.1 Cash And Cash Equivalent

Cash and Cash equivalent as at March 31st, 2020 is Rs. 22.31 Lakhs. The Company continues to focus on judicious management of working capital. Working Capital parameters are kept under strict check through continuous monitoring.

9.2 Deposits/ Fixed Deposits

During the year, Company has not accepted deposit from the public falling within the ambit of Section 73 of Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Further, the Company has not repaid any deposits to the public during the year and no deposits are remained unpaid / unclaimed as on March 31st, 2020.

9.3 Particulars of Loans, Guarantees or Investments

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

10. HUMAN RESOURCES



HFL is committed to hiring, developing and retaining the best minds in the industry. The Company has key internal processes and initiatives that support this vision. The Company has developed a strong employee value proposition that focuses on key pillars of challenging work that matters, hiring and retaining the right people, sustained focus on talent and leadership development, differentiated rewards to drive exceptional performance and community engagement.

Talent management is a shared responsibility between business leaders and the Human Resources function at HFL, enabling a strong focus on succession planning for key roles and actively promoting internal move to drive career growth. Talent management is supported by a strong learning architecture that enables leadership and functional development. This is supported by a Positive Employee Relations (PER) strategy that aims to build an engaged and motivated workforce.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage.

11.1 Directors

During the year under review, Due to expiry of term and unwillingness for further re-appointment, Mr. Pawan Nagpal (Independent Director) has been resigned/retired from the Board on March 31st 2020 and in this regard he confirmed that there were no other material reasons.

Mr. Surjit Singh and Mr. Pawan Nagpal were appointed as Directors (Non- Executive, Independent) of the Company w.e.f. 38th Annual General Meeting.

Mr. Gian Chand Thakur retires by rotation at this AGM and being eligible offer herself for reappointment.

Mrs. Malkeet Kaur completed her First Term at this AGM and being eligible offer himself for reappointment for Second Term.

11.2 Key Managerial Personnel (KMP)

Board would also like to inform the members that Miss Palak Narang, resigned from the post of Company Secretary w.e.f. April 15th 2019 and Mrs. Laxmi Khatri was subsequently appointed w.e.f. April 18th 2019 as a Company Secretary of the Company.

12. BOARD MEETINGS & ATTENDANCE OF DIRECTORS

Five (5) meetings of the Board of Directors were held during the year 2019-20. The requisite quorum was present at all the Meetings and the details about the meetings and attendance are available in the Report on Corporate Governance, which forms a part of this Report.

13. COMMITTEES OF BOARD

The details regarding Committees of the Board of Directors of the Company are given in the Report on Corporate Governance, which forms a part of this Report.

14. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of Independence laid down in and Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

15. CODE OF CONDUCT COMPLIANCE

The declaration signed by the Whole time Director affirming compliance with the Code of Conduct by Directors and Senior Management, for the financial year ended March 31st 2020 is given in Report on Corporate Governance, which forms a part of this Report.

16. CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.



17. TRAINING OF INDEPENDENT DIRECTORS.

Every new independent director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product, markets, organization structure, finance, human resources, technology, quality, facilities and risk management.

18. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) 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;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) 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.
- f) 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.

19. AUDITORS AND RECORDS

19.1 Statutory Auditors

M/s. Manjul Mittal & Associates, Chartered Accountants (Firm Registration No. 028039N) was appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting subject to ratification at every intervening Annual General Meeting.

Pursuant to the provisions of the Companies (Amendment) act, 2017, as notified on May 7th 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every intervening Annual General Meeting (AGM). Accordingly, in line with the aforesaid provisions and pursuant to the resolution passed at 36th AGM, the Company ratified the appointment of auditors from the conclusion of 37th AGM till the conclusion of 41st AGM to conduct the statutory audit of the Company, without further annual ratification by members at every subsequent AGM. Hence the resolution seeking rectification of members for continuance of their appointment at this AGM is not being sought.

The Company has received a certificate from M/s Manjul Mittal & Associates to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

19.2 Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Rajeev Bhambri & Associates (CP No.: 9491, FCS: 4327), Company Secretaries in practice to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure - 1'.

19.3 Internal Auditors

Mr. Shekhar Bansal resigned from the post of Internal Auditor of the Company and Mr. Varinderjit Appointed as Internal Auditor w.e.f. February 14, 2020 both performed the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

19.4 Cost Records

Pursuant to the rules made by the Central Government, the maintenance of cost records has been prescribed under sub section (1) of Section 148 of the Companies Act, 2013, is required by the Company and accordingly such prescribed accounts and records have been made and maintained.



19.5 Explanation on qualification/ reservation/ adverse remarks in the Auditors' Report

Members' attention is invited to the observations/Qualification made by the Statutory Auditors under Point No. 7(a) and 8 appearing in Independent Auditor's Report and by Secretarial Auditor in Secretarial Audit Report. The observations/Qualification made by auditors in their reports alongwith the management replies on them are as follows:

- a) Regarding Auditor's remark in their report in Point 7(a) and Secretarial Auditor's remark in their report, it is informed that the company accords top priority in depositing the statutory dues. However, the liquidity crunch being faced by it due to various reasons has led to some delay in the deposit of statutory dues.
- b) Regarding Auditor's Remark in their report in Point No. 8 and Secretarial Auditor's remark in their report, the slight delay in servicing the Banks dues i.e. Interest and Installment was mainly because of liquidity crunch due to COVID 19 and market conditions. However some of the amount has paid to the bank and rest will be paid shortly. There has been no default in the payment of other bank dues and the accounts of the Company are standard.

20. INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

21. LISTING OF SECURITIES

The Securities of the Company are listed on BSE Limited. The Company has not paid annual listing fee to exchanges for the year 2020-21 however the same will be paid shortly.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

23. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as 'Annexure- 2'

24. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and directors to report genuine concerns, unethical behavior and irregularities, if any, in the company noticed by them which could adversely affect company's operations. The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported till date. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

25. RISK MANAGEMENT POLICY

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes and behaviors together form the Risk Management Policy that governs how the company conducts its business and manages associated risks.

26. HOLDINGS, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Holdings, Subsidiary, Joint venture or Associate Company. There were no companies which have become or ceased to be its holdings, subsidiaries, joint ventures or associate companies during the year under review.

27. RELATED PARTY TRANSACTIONS/ PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

All transactions entered into with Related Parties, as defined under the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year, were in the ordinary course of business and were on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The report of the Board in respect of the particular of contracts or arrangements with related parties referred to sub section (1) of Section 188 in form AOC-2 is annexed to this report in 'Annexure- 3'.



- 28. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013**
The Company has in place a prevention of sexual Harassment policy in line with the requirements of the sexual Harassment of Women at the Workplace (prevention, prohibition and Redressal) Act, 2013. A Sexual Harassment Committee/Internal Complaints Committee (ICC) was setup/constituted which is responsible for redressal of complaints related to sexual harassment at the workplace. During the year 2019-20, no complaint were received/filed by the Company related to sexual Harassment.
- 29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**
The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as “**Annexure-4**”.
- 30. PARTICULARS OF EMPLOYEES**
The information required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to the Board's report as per ‘**Annexure- 5**’.
- 31. REMUNERATION POLICY AND BOARD EVALUATION**
Company has Nomination and Remuneration policy in place pursuant to Companies Act, 2013 and SEBI (LODR) Regulation, 2015. Independent directors in their meeting held on February 14th 2020, evaluated the performance of the non-independent directors of the board including Whole time Director. The minutes of the meeting were placed before the board and board affirmed the same. The Board has carried out an annual evaluation of its own performance, performance of its Committees as well as the directors individually. The details regarding process and criteria for evaluation are given in the Report on Corporate Governance, which forms a part of this Report.
The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015 is enclosed herewith as ‘**Annexure-6**’.
- 32. MANAGEMENT DISCUSSION & ANALYSIS/CORPORATE GOVERNANCE REPORT:**
The Management Discussion and Analysis Report and Corporate Governance Report pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith in ‘**Annexure-7**’ and form part of the Directors Report.
- 33. REPORTING OF FRAUDS**
There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.
- 34. CREDIT RATING:**
During the Financial Year 2019-20 Company has same “D” Credit Rating in respect to bank credit facilities from Credit Rating Agency i.e. Brickwork Ratings India Pvt. Ltd.
- 35. APPRECIATION AND ACKNOWLEDGEMENTS**
The company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers and others associated with the Company. Your Directors wish to thank the banks, financial institutions, shareholders and business associates for their continued support and cooperation. We look forward to receiving the continued patronage from all quarters to become a better and stronger company.
- 36. CAUTIONARY STATEMENT**
The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations.
Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

**For and behalf of the Board
For Himachal Fibres Limited**

Sd/-

(Surjit Singh)

Chairperson

DIN: 07143372

Place: Ludhiana

Dated: September 02nd 2020



Annexure- 1

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2020 [Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Himachal Fibres Limited,
Plot No. 43-44, Industrial Area,
Barotiwala. (Himachal Pradesh)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Himachal Fibres Limited(CIN: L17119HP1980PLC031020) (hereinafter called the **Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification 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 during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 to the extent applicable and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) We 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 laws relating to, inter alia:

HIMACHAL FIBRES LIMITED



- All labour & industrial laws;
- The Competition Act, 2012;
- All environmental laws;
- Textiles (Consumer Protection) Regulations, 1988;
- Textiles (Development and Regulation) Order, 2001;
- Textiles Committee Act, 1963;
- Additional Duties of Excise (Textiles and Textiles Articles) Act, 1978.
- Indian Boilers Act, 1923

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

- Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
- The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Company is not regular in depositing the statutory payments as required under Income Tax Act, 1961, Employee's State Insurance Act, 1948, Himachal Pradesh Sales Tax Act and Finance Act, 2005. Company has also defaulted in payment of interest and installment of dues to SBI.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We 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.

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Rajeev Bhambri & Associates

Sd/-

(Rajeev Bhambri)

Place: Ludhiana **Proprietor**

Dated: 27.08.2020 Company Secretary in whole time practice

UDIN: **F004327B000623627**C.P. No. 9491

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

HIMACHAL FIBRES LIMITED



'ANNEXURE A'

To,
The Members,
Himachal Fibres Limited,
Plot No. 43-44, Industrial Area,
Barotiwala. (Himachal Pradesh)

Our report of even date is to be read along with this letter.

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. 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 Rajeev Bhambri & Associates

Sd/-

(Rajeev Bhambri)

Proprietor

Company Secretary in whole time practice

C.P. No. 9491

Place: Ludhiana
Dated: 27.08.2020

Annexure- 2

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:

i)	CIN:	L17119HP1980PLC031020
	Foreign Company Registration Number/GLN	N.A.
	Registration Date [DDMMYY]	20/02/1980
ii)	Category of the Company	Public Company
iii)	Sub Category of the Company	Limited by shares
iv)	Whether shares listed on recognized Stock Exchange(s)	Yes
	If yes, details of stock exchanges where shares are listed	BSE Limited
v)	AGM details-	39 th AGM held on 28 th September, 2020 at 04:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

HIMACHAL FIBRES LIMITED



	Whether extension of AGM was granted – Yes / No. (If yes, provide reference number , date of approval letter and the period upto which extension granted)	NO
	If Annual General Meeting was not held, specify the reasons for not holding the same	NA
Vi)	NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:	
	Company Name	HIMACHAL FIBRES LIMITED
	Address	Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh)
	Town / City	Barotiwala, Distt. Solan
	State	Himachal Pradesh
	Pin Code:	174103
	Country Name :	India
	Country Code	+91
	Telephone (With STD Area Code Number)	0161-4684000
	Fax Number :	0161-4684010
	Email Address	hfl.corporate@gmail.com
	Website	http://www.himachalfibre.com/
	Name of the Police Station having jurisdiction where the registered office is situated	Barotiwala, Tehsil Nalagarh
	Address for correspondence, if different from address of registered office:	8-L, Model Town, Backside Hotel Chevron, Ludhiana-141002 (Punjab)
Vii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	
	Registrar & Transfer Agents (RTA):-	Beetal Financial & Computer Services Pvt. Ltd
	Address	Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110062
	Town / City	New Delhi
	State	New Delhi
	Pin Code:	110062
	Telephone (With STD Area Code Number)	011 - 29961281 / 29961282-83
	Fax Number :	011 – 29961284
	Email Address	beetalrta@gmail.com

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)

S.NO.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	TEXTILE	131-SPINING, WEAVING AND FINISHING OF TEXTILES	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled] - N.A.

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

- i) Category-wise Share Holding

HIMACHAL FIBRES LIMITED



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7000000	-	7000000	8.12	7000000	-	7000000	8.12	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	40041500	-	40041500	46.42	40041500	-	40041500	46.42	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	47041500	-	47041500	54.54	47041500	-	47041500	54.54	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	4000	-	4000	-	4000	-	4000	-	-
b) Banks / FI	-	140500	140500	0.16	-	140500	140500	0.16	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	4000	140500	144500	0.17	4000	140500	144500	0.17	-
2. Non-Institutions									
a) Bodies Corp.	25417084	1603000	27020084	31.33	25365358	1603000	26968358	31.27	-0.06
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2816068	1507500	4323568	5.01	2874244	1500500	4374744	5.07	0.06

HIMACHAL FIBRES LIMITED



ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7375896	-	7375896	8.55	7375897	-	7375897	8.55	0.00
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	143375	-	143375	0.17	144375	-	144375	0.17	0.00
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	460	-	460	-	10	-	10	-	-
Trusts	-	-	-	-	-	-	-	-	-
HUF	200617	-	200617	0.23	200616	-	200616	0.23	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	35953500	3110500	39064000	45.29	35960500	3103500	39064000	45.29	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	35957500	3251000	39208500	45.47	35964500	3244000	39208500	45.46	0.01
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	82999000	3251000	86250000	100.00	83006000	3244000	86250000	100.00	-

(ii) Shareholding of Promoters

SN.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajinder Kumar	1900000	2.20	-	1900000	2.20	-	-
2	Mayank Malhotra	2000000	2.32	-	2000000	2.32	-	-
3	Akhil Malhotra	3100000	3.59	-	3100000	3.59	-	-
4	Balmukhi Textiles Pvt. Ltd.	13180500	15.28	-	13180500	15.28	-	-
5	Brijeshwari Textiles Pvt.Ltd.	13180500	15.28	-	13180500	15.28	-	-
6	Shiva Spinfab Pvt Ltd	13680500	15.86	-	13680500	15.86	-	-
	TOTAL	47041500	54.54	-	47041500	54.54	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is No Change in Promoters' Shareholding during the year 2019-20.

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2020 (other than Directors, Promoters and Holders of GDRs and ADRs):

S. NO.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	HIMACHAL YARNS LIMITED					
	At the beginning of the year		9610050	11.14	9610050	11.14
Date	Increase/ Decrease	Reason				

HIMACHAL FIBRES LIMITED



NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		9610050	11.14	9610050	11.14
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year		Cumulative Shareholding during the Year	
2	SHIV NARAYAN INVESTMENTS PVT LTD		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		8999750	10.43	8999750	10.43
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		8999750	10.43	8999750	10.43
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year		Cumulative Shareholding during the Year	
3	GARG FINCAP LIMITED		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		6715000	7.79	6715000	7.79
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		6715000	7.79	6715000	7.79
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year		Cumulative Shareholding during the Year	
4	RAMESH KUMAR		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		3750000	4.35	3750000	4.35
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		3750000	4.35	3750000	4.35
5	ROMESH K. AGGARWAL		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		2260000	2.62	2260000	2.62
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		2260000	2.62	2260000	2.62
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year		Cumulative Shareholding during the Year	
6	SALASAR INDUSTRIAL INVESTMENT P.LTD.		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		698000	0.81	698000	0.81
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		698000	0.81	698000	0.81

HIMACHAL FIBRES LIMITED



S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	SOLI ARDESHIR KARANJIA					
	At the beginning of the year		382591	0.44	382591	0.44
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		382591	0.44	382591	0.44
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year	Cumulative Shareholding during the Year		
8	SKYLAND TRADING CO. LTD.		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		275000	0.32	275000	0.32
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		275000	0.32	275000	0.32
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year	Cumulative Shareholding during the Year		
9	CHERUKARA SAM SAMUEL		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		268266	0.31	268266	0.31
Date	Increase/ Decrease	Reason				
04/10/2019	Increase	Buy	1			
	At the end of the year		268267	0.31	268267	0.31
S. NO.	For Each of the Top 10 Shareholders		Shareholding during the year	Cumulative Shareholding during the Year		
10	JYOTI TRADE & CREDIT P. LTD.		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		250000	0.29	250000	0.29
Date	Increase/ Decrease	Reason				
NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year		250000	0.29	250000	0.29

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

HIMACHAL FIBRES LIMITED



1	GIAN CHAND THAKUR (Whole time Director)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
2	MALKEET KAUR (Director)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
3	MANOJ KUMAR (Director)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
4	SURJIT SINGH (Director)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
5	PAWAN NAGPAL (Director)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
6	Laxmi Khatri (KMP) (Company Secretary)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	At the end of the year			-	-	-	-
7	NAVRATTAN SHARMA (KMP) (CFO)						
	At the beginning of the year			-	-	-	-
	Date	Increase/ Decrease	Reason				Date
	NIL	NIL	NIL	NIL	NIL		NIL
	At the end of the year			-	-	-	-

V. INDEBTEDNESS

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

HIMACHAL FIBRES LIMITED



Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
i) Principal Amount	40027613.00	52500000.00	-	92527613.00
ii) Interest due But not paid	417111.00	-	-	417111.00
iii) Interest Accrued but not due	-	-	-	-
Total(i+ii+iii)	40444724.00	52500000.00	-	92944724.00
change in indebtedness during the financial year				
*Addition	-	-	-	
*Reduction	8975384.00	-	-	8975384.00
Net Change	-	-	-	
Indebtedness at the end of the financial year				
i) Principal Amount	30849000.00	52500000.00	-	83349000.00
ii) Interest due But not paid	620340.00	-	-	620340.00
iii) Interest Accrued but not due	-	-	-	-
Total(i+ii+iii)	31469340.00	52500000.00	-	83969340.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		WTD	-	
		GIAN CHAND THAKUR		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	702581.00	-	702581.00
	(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 (A)	702581.00	-	702581.00
	Ceiling as per the Act	-	-	-

B. Remuneration to other directors:

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SN.	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS				TOTAL AMOUNT
		MALKEET KAUR	MANOJ KUMAR	SURJIT SINGH	Pawan Nagpal	
1	Independent Directors					
	Fee for attending board & committee meetings	10000.00	-	10000	10000	30000.00
	Commission	-	-	-	-	-
	Others, please specify					
	Total (A)	10000.00	-	10000	10000	30000.00
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board & committee meetings	-	10000.00	-	-	10000.00
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (B)	-	10000.00	-	-	10000.00
	Total Managerial Remuneration (A)+(B)	10000.00	10000.00	10000	10000	40000.00
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CS (Palak Narag) ¹	CS (Laxmi Khatri) ¹	CFO (NAVRATTAN SHARMA)	Total
1	Gross salary	15000.00	288903.00	657957.15	961860.15
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(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		17127	39293	56420
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	15000.00	306030.00	697250.15	1018280.15

Notes:

- Miss Palak Narang resigned on April 15th 2019 and Mrs. Laxmi Khatri (CS) was appointed on April 18th 2019 respectively.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					

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Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
The annual return of the company is available at company's website i.e. www.himachalfibre.com					

Annexure- 3 FORM NO. AOC.2

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended on March 31st 2020, which were not at Arm's Length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:	Amount (in Rs. Lacs)
NIL					

Annexure- 4

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy –

- i. **The steps taken or impact on conservation of Energy** – Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution system and through improved operational techniques.
- ii. **The steps taken by the company for utilizing alternate sources of energy** : NIL
- iii. **The capital investment on energy conservation equipments** – Due to Industry scenario and inadequate profits in previous year's company was not able to spend any money on equipments for energy conservation.

(B) Technology absorption –

- i. **The efforts made towards technology absorption;**
The Company is continuously endeavoring to upgrade its technology from time to time in all aspects through in-house R&D primarily aiming at reduction of cost of production and improving the quality of the product. The Company has successfully achieved results in reducing the cost of production, power consumption and improving technical efficiencies and productivity.

HIMACHAL FIBRES LIMITED



- ii. The benefit derived like product improvement, cost reduction, product development or import substitution: NONE
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) :
NONE
- a. The details of technology imported;
- b. The year of import;
- c. Whether the technology been fully absorbed;
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. **The expenditure incurred on Research and Development:** No specific expenditure exclusively on R&D has been incurred. The indigenous technology available is continuously being upgraded to improve the overall performance of the Company.
- (C) FOREIGN EXCHANGE EARNING AND OUTGO**

	2019-20 (12 Months) (Rs./Lacs)	2018-19 (12 Months) (Rs./Lacs)
a) Earning (Export Sales- FOB Value)	NIL	NIL
b) Outgo:		
i) Imports-Raw Material & Spares	2.11	0.22
Capital Goods	NIL	NIL
ii) Expenditure	NIL	NIL
c) Net Foreign Exchange Earnings	-2.11	-0.22

Annexure – 5

1. INFORMATION REQUIRED UNDER SECTION 197(12) OF COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

	Particulars	Status	
		NAME	NUMBER OF TIMES
i.	The ratio of the remuneration of each Director to median remuneration of the employees of the company for F. Y. 2019-20	Mr. Gian Chand Thakur	07.62
		Mrs. Malkeet Kaur	00.11
		Mr. Manoj Kumar	00.11
		Mr. Surjit Singh	00.11
		Mr. Pawan Nagpal	00.11
ii.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year	DIRECTOR	%
		Mr. Gian Chand Thakur	-2.42%
		Mrs. Malkeet Kaur	0%
		Mr. Manoj Kumar	0%
		Mr. Surjit Singh	0%
		Mr. Pawan Nagpal	0%
		CFO	
		Mr. Navrattan Sharma	-07.72%
COMPANY SECRETARY			
iii.	The percentage increase in the median remuneration of employees in the financial year	Mrs. Laxmi Khatri	0%
			18.34%



iv.	The number of permanent employees on the rolls of company as on March 31 st 2020		389
v.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average decrease for Key Managerial Personnel is (06.6%) and for other employees was about (06.01%). There is no exceptional increase in remuneration of Key Managerial Personnel.	
vi.	Affirmation that the remuneration is as per the remuneration policy of the company	It is affirmed that the remuneration is as per the remuneration Policy of the Company.	

2. There was no employee in receipt of remuneration as mentioned in Rule 5(2)(i), (ii), (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure – 6

Nomination and Remuneration Policy

APPLICABILITY

The policy is applicable to the Board of Directors, Key Managerial Personnel (KMP), Chief Operating Officer, and Senior Management Personnel (herein after collectively referred as Managerial Personnel) or such other persons of the Company as the committee may deems fit for that purpose.

INTERPRETATION

‘Board’ shall mean the Board of Directors of the Company, which comprising all executive, non executive, independent director and nominee director.

‘Chief Executive Officer’ means an officer of a company, who has been designated as such by it;

‘Chief Operating Officer’ shall mean an employee who has been entrusted responsibility of managing any one or more of Units of the Company.

‘Chief Financial Officer’ means a person appointed as the Chief Financial Officer of a company

‘Compliance Officer’ means “Company Secretary” of the Company.

‘Key Managerial Personnel’ in relation to a company, means—

- ❖ Managing Director, or Chief Executive Officer or manager and in their absence, a Whole-Time Director.
- ❖ Company Secretary; and
- ❖ Chief Financial Officer; and

Such other officer as may be prescribed;

‘The Company’ shall mean Himachal Fibres Limited.

‘Executive Director’ shall mean and include Company’s Managing Director, Functional Directors, and such other Directors are in full time employment of the Company.

‘Independent Director’ shall same meaning as provide in Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

‘Non-Executive Director’ shall mean those members on Board who are not in whole time employment of the Company.

‘Senior Management Personnel’ shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

ROLE OF THE COMMITTEE

The role of the Nomination and Remuneration Committee are as under:



1. To identify persons who are qualified to become directors, persons who may be appointed in senior management in accordance with the criteria and to recommend to the Board for their appointment and / or removal
2. To carry out evaluation of every director's performance
3. To establish criteria and processes for, and assist the Board and each of its Committees in their performance evaluations
4. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
5. To recommend / review remuneration of the Managing Director(s) and Whole time Director(s), based on their performance and defined assessment criteria
6. To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including
 - ❖ the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate
 - ❖ the conditions under which option vested in employees may lapse in case of termination of employment for misconduct
 - ❖ the exercise period within which the employee should exercise the option and that the option would lapse on failure to exercise the option within the exercise period
 - ❖ the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee
 - ❖ the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period
 - ❖ the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others
 - ❖ the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options
7. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable
8. To perform such other functions as may be necessary or appropriate for the performance of its duties

IMPLEMENTATION OF POLICIES

The Committee will seek to ensure that the remuneration of executive directors (consisting of basic salary, pension benefits and benefits in kind) will be competitive with those in other comparable organizations so as to attract high caliber individuals with relevant experience.

The Committee will ensure that part of the remuneration of executive directors will be based on the financial performance of the Group using predetermined targets so as to motivate and reward successful business performance in the interest of shareholders.

AUTHORITY

The Committee is authorized:

- ❖ to seek any information it requires from any employee of any company within the Group in order to perform its duties;
- ❖ to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- ❖ to call any member of staff to be questioned at a meeting of the Committee as and when required.

FREQUENCY OF MEETINGS

The Committee shall meet as per the requirement of Companies Act, 2013 rules made there under read with requirement of SEBI (LODR) Regulations, 2015.

PRESENCE IN ANNUAL GENERAL MEETING

The Chairperson of the Committee or, in his absence any other member of the committee as authorized shall attend the Annual General Meeting.

ANNUAL AFFIRMATION

The policy shall be disclosed in the Board Report of the Company.



CRITERIA TO EVALUATE PERFORMANCE

a) Selection Criteria for Directors

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company.

Skills and Experience: The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

Age Limit: The candidate should have completed the age of twenty-one (21) years and should not have attained the age of eighty (80) years. In case any director has attained age of 80 years he can be appointed as director with the permission of board.

Conflict of Interest: The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

Directorship: The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the SEBI (LODR) Regulations, 2015 requirements.

Independence: The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the SEBI (LODR) Regulations, 2015 requirements.

b) Selection Criteria for Senior Management

As per Selection Criteria Senior Management shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions.

The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

c) Remuneration for Directors, KMP and other Employees

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The sitting fee shall be paid to Non-Executive Directors to be decided by the Board from time to time.
- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the textile industry and commensurate to the qualifications and experience of the concerned individual.
- **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

d) Performance Evaluation

The process approved by the Nomination and Remuneration Committee requires the Chairperson to initiate the performance evaluation process in the month of April every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

- a) Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairperson of the Company. The Chairperson discusses with the entire Board at the Board Meeting.
- b) Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairperson of the Committee. The Chairperson of the Committee discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting.
- c) Chairperson and Executive Directors:** Each Board member completes the peer evaluation form. Independent Directors discuss the peer evaluation forms in a separate meeting and share their feedback with the Chairperson. The Chairperson conveys feedback individually to the concerned Directors.



- d) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairperson. The Chairperson conveys feedback individually to the concerned Directors.

AMENDMENT

The member of the Nomination and Remuneration Committee of the Company has the right to amend or modify this policy in whole or in part, at any time without assigning any reason, whatsoever.

Annexure – 7

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. OVERALL REVIEW:

The overall profitability of the Company during the year under review, as compared to the previous year, has been adversely affected due to unfavorable market conditions prevailing for a major part of the year in all the business segments and to some extent towards the latter part of the March profitability also got impacted on account of the lockdown pursuant to Govt.'s directives to prevent spread of pandemic COVID 19. In Textiles, it was affected due to weak domestic market conditions and in Paper realizations dropped due to tough international market conditions. Working and operational parameters at all the plants of the Company were satisfactory during the year.

Industry Scenario & Outlook

Global economy

The global economy grew 2.9% in 2019 compared to 3.6% in 2018. This sharp decline was precipitated by an increase in global trade disputes that affected the cross border movement of products and services, a slowdown in the global manufacturing sector, weak growth coming out of some of the largest global economies and the impact of Brexit. The result was that global trade grew a mere 0.9% in 2019, pulling down the overall economic growth average. United States: The country's Gross Domestic Product grew by 2.3% in 2019 compared to 2.9% in 2018-19 as a result of decline in business investments and the ongoing trade war with China.

China: The country's Gross Domestic Product grew by 6.1% in 2019 compared to 6.7% in 2018 as a result of the trade war with the United States, overcapacity in some industries, corporate sector indebtedness and a shrinking room for monetary and fiscal policies.

United Kingdom: The country's Gross Domestic Product grew by 1.4% in 2019 compared to 1.3% in 2018. Japan: The country's Gross Domestic Product grew by 2.0% in 2019 compared to 2.4% in 2018. The Great Lockdown, as a result of the pandemic Covid-19, is projected to shrink the global growth significantly starting from the calendar year 2020.

(Source: World Economic Outlook, April 2020, CNN, Economic Times, trading economics, Statista, CNBC)

Indian economy

India emerged as the fifth-largest world economy in 2019 with a gross domestic product (GDP) of \$2.94 trillion. India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking. There was a decline in consumer spending that affected India's GDP growth during the year under review. India's growth for FY2019-20 was estimated at 4.2% compared with 6.1% in the previous year. Manufacturing growth was seen at 2%, a 15-year low as against 6.9% growth in FY19.

Growth of the Indian economy, 2019-20

	Q1	Q2	Q3	Q4
Real GDP growth (%)	5.2	4.4	4.1	3.1

(Source: Economic Times, CSO, Economic Survey, IMF, EIU)

A sharp slowdown in economic growth and a surge in inflation weighed on the country's currency rate; the Indian rupee emerged as one of the worst performers among Asian peers, marked by a depreciation of nearly 2% since January 2019. Retail inflation climbed to a six year high of 7.35% in December 2019. During the last week of the financial year under review, the national lockdown affected freight traffic, consumer off take and a range of economic activities.



Key government initiatives, 2019-20

National infrastructure pipeline

To achieve a GDP of USD 5 trillion by 2025, the government announced a National Infrastructure Policy entailing an investment of Rs. 102 trillion in five years. Corporate tax relief: The government moderated the corporate tax rate to 22% from 25%; it announced a new tax rate of 15% for new domestic manufacturing companies, strengthening the Make-in-India initiative. The new effective CIT would be 25.17%, inclusive of a new lower surcharge of 10% and cess of 4%. India's CIT is now closer to the global average statutory CIT of 23.03%. Outlook various forecasts have estimated a sharp de-growth in the Indian economy for the current financial year, the first such instance of a de-growth in decades.

The COVID 19 break down in the second half of March affected the numbers adversely and all markets have literally been stopped across the globe. It has led to lockdown and shrinkage in all economies world-wide very sharply. The above has put a lot of pressure on Textile industry in India which was already facing a lot of challenges due to delays in receiving the GST refunds as well as delay in receiving the export benefits. On positive note there is surge in E-commerce and online sales. Indian textile industry is facing huge liquidity crunch and uncertainty pertaining to future orders.

TEXTILE INDUSTRY

Opportunities and Threats

Currently the biggest threat is COVID 19 and its impact. It is expected that overall textile business will be severely affected which would result in various job losses across the value chain. First half of FY 21 is expected to be very tough and the second half is expected to give some relief to the business and the society in general if all the countries specially India is able to control the COVID 19 Pandemic. Going ahead, there could be a positive side for textile business as USA and EU customers who will be looking for alternative for China, may move to other countries such as Vietnam, Bangladesh, India, etc. Hence it is expected that demand will increase in textile fabrics for exports, but we need to ensure that we prepare ourselves to take the advantage of the expected business which might drift away from China.

Segmental Review and Analysis

Due to weak domestic textile market through-out the year and COVID 19 break out in the second half of March, the turnover is lower by around 10.7% from that in the previous year. There is liquidity crunch and weak market sentiments. For FY 21, the immediate focus shall be on the recovery of the outstanding and ensuring the earliest dispatches of the finished goods inventory to have a tighter control on the working capital and reigning in fixed costs to conserve cash.

Risks and Concerns

Overall negative impact is expected across the industry due to current COVID 19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and it will take a good 6 to 8 months before we could see demand coming back in the Textile industry.

Outlook

Overall, FY 21 is expected to be a tough year for the textile industry and major focus shall be on cost cutting measures, improving productivity, reduction in wastage and efforts on taking quality to next level and deriving efficiency to make products further cost competitive. Once we are through from the lock-down and the market reopens fully, the industry expects to bounce back, with its new world-wide product range ensuring competitive products having anti-microbial, anti-viral features with different finishes along with growing focus on sustainability range of products. It is a testing period for all of us, but with our good brand image and network in the market, the dependency on reliable reputed players in the market, we expect to be back on track soon

2. Opportunities And Threats

Opportunities:

- a) Large , potential Domestic and International Market
- b) Product Development and Diversification to cater Global Needs
- c) Greater Investment and FDI opportunities are available.



- d) Industry has large and diversified segments that provide wide variety of products

Threats:

- a) Unfavourable Labour Laws
- b) High Indirect Taxes, Power and Interest Rates
- c) Unfavourable Government policies
- d) Lower Productivity in various segments
- e) To balance between Demand and Supply
- f) Global Lockdown due to Pandemics

3. Risk And Concerns

Pursuant to the requirement of erstwhile Clause 49 of Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

The key business risks identified by the Company and its mitigation plans are as under.

a) Risk related to Personnel

Our business is increasingly dependent on the skills and competencies of our employees and management team. The general war for talent in our growing economy has created a substantial risk related to the retention of key personnel both in manufacturing and managerial levels. This risk is mitigated through effective HR policies relating to recruitment and retention and a proactive remuneration and rewards policy that is periodically reviewed at the highest management level.

With excellent performance track as well as best HR practices we are able to attract and retain people for growth of our business.

b) Risk related to Safety

The company has taken adequate insurance covers to indemnify the risks associated with the safety of personnel, building, stock and other infrastructure of the Company. These include:

1. Thermal Checking at gate
2. Fire Insurance Policies.
3. Marine/ Transit Insurance Policies.
4. Theft Insurance Policies.
5. Other Miscellaneous Policies.

The company has also taken steps to strengthen IT security system as well as physical security system at all our locations and our company also taken the precautionary measures due to COVID 19 i.e. thermal Screening of all the employees and the visitors at the entry point of the Company, Sanitizing the premises on regular basis, Compulsion on wearing of masks by everyone, regularly washing of hands and maintaining social distancing at the workplace of all the employees.

c) Compliance Related Risks

The Company is committed to being a responsible corporate citizen and respects the laws and regulations of the country. All the compliances under various laws applicable to the Company, including under Companies Act 2013, Factories Act, Income Tax Act 1961 etc., are followed in Letter & Spirit.

4. Internal Control Systems And Their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee of the Board & to the Chairperson and Managing Director/Whole Time Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

5. Human Resources/ Human Resource Management.

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset.

HIMACHAL FIBRES LIMITED



Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our organization. Your Company has kept a sharp focus on Employee Engagement.

5. Cautionary Statement

Certain statements in the “Management Discussion and Analysis” section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors’ envisage in terms of future performance and outlook.

CORPORATE GOVERNANCE REPORT

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company believes that sound Corporate Governance is vital for sustained growth and enhancing shareholder value. We continually put thrust on implementing best corporate governance practices and benchmarking the same with highest standards. We consider transparency and accountability as two basic tenets of Corporate Governance which are integral part of our business and endeavor to ensure fairness for every stakeholder our customer, investor, vendors, and the communities wherever we operate. Accordingly, we always seek to ensure that our performance is driven by integrity, values and ethics. Your company is proud to be a responsible corporate citizen in all it’s conduct.

Company is in compliance with all mandatory requirements of corporate governance laid down under the new Listing Regulations and has also been complying with some non-mandatory requirements. Company has guiding principles laid out through its Code of Business conduct, duly adopted and adhered to by directors and senior management personnel which has been posted on website of company i.e. www.himachalfibre.com.

BOARD COMPOSITION

Size and Composition of Board of Directors

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31th 2020, the Board consists of Five (5) directors, One is whole-time director, One is Non Executive non independent and three are independent directors in which one is a woman Director. The Board periodically evaluates the need for change in its composition and size. The composition of the Board is in conformity with erstwhile clause 49 of the listing Agreement as well as regulation 17 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 requirements.

Details of composition of the board, Category of Directors, shareholding details, number of board meeting attended, attendance at last AGM, Total Number of directorship held, Chairpersonship & Membership of the committees are as given below. Directorship for this purpose excludes directorship in foreign companies, Private Limited Companies and Section 8 Companies. Chairpersonship and Membership of Board Committees includes only Audit committee and Stakeholders Relationship Committee.

Name of the Director	Category	Attendance Particulars		No. of Directorship and other committee as on 31.03.2020			No. of shares held in the Company as on 31.03.2020	List of Directorship held in Other Listed Companies and Category of Directorship
		Board Meeting	Last AGM	Directorship held in other Indian Public Limited Companies*	Committee Membership**	Committee Chairpersonship**		
Mr. Gian Chand Thakur	Whole Time Director	5	Yes	Nil	2	Nil	Nil	Nil
Mrs. Malkeet Kaur	Independent Director	5	Yes	2	4	1	Nil	Nil
Mr. Manoj Kumar	Non Executive Director & Non-Independent Director	5	Yes	5	3	3	Nil	Nil
Mr. Surjit Singh	Independent Director	5	Yes	3	2	2	Nil	Nil

HIMACHAL FIBRES LIMITED



Mr. Pawan Nagpal [#]	Independent Director	5	Yes	Nil	Nil	Nil	Nil	Nil
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* Excludes Directorship in Foreign Companies, Private Limited Companies and Section 8 Companies.

** For the purpose of considering the Committee Membership and Chairpersonship of a Director, the Audit Committee and the Stakeholders' Relationship Committee of all Public Limited Companies including HFL has been considered.

Mr. Pawan Nagpal was retired after the expiry of his term on March 31, 2020 and expresses his unwillingness to further reappointment. None of the present directors are relative of each other.

SKILL /EXPERTISE/COMPETENCE OF BOARD OF DIRECTORS

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:-
The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

This criteria is designed to ensure the Board consists of individuals with a balance of skills to oversee the organization, achieve the strategic goals and direct the organization's future. All Directors are expected to possess full set of personal attributes in addition to sound professional knowledge and experience and contribute to the collective industry skills set held by the Board.

Name of the Director	Designation	Expertise in specific functional area
Mr. Gian Chand Thakur	Whole Time Director	Technical operations, law and management
Mr. Malkeet Kaur	Independent Director	Administration
Mr. Manoj Kumar	Non Executive Director & Non-Independent Director	Business and management
Mr. Surjit Singh	Independent Director	Business and management
Mr. Pawan Nagpal	Independent Director	Technical operations, sales and marketing

BOARD MEETINGS & QUORUM:

Five (5) Board Meetings were held during the year on

-April 18th 2019 - May 30th 2019 - August 14th 2019 - November 14th 2019 -February 14th 2020

There was not a gap of more than 120 days between two consecutive meetings and requisite quorum was present at all the Meetings. All the information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company. The company has formulated a policy to familiarize the independent directors which is disclosed in the website of the company.

Change in directors

DIRECTORS

During the year under review, Mr. Surjit Singh and Mr. Pawan Nagpal were appointed as Directors (Non- Executive, Independent) of the Company in 38th Annual General Meeting of the Company. Further Term of Mr. Pawan Nagpal expired on March 31, 2020 and he expressed his unwillingness to further reappointment.

Mr. Gian Chand Thakur retires by rotation at this AGM and being eligible offer himself for reappointment.

KEY MANAGERIAL PERSONNEL (KMP)

Board would also like to inform the members that Miss Palak Narang, also resigned from the post of Company Secretary w.e.f. April 15th 2019 and Mrs. Laxmi Khatri was subsequently appointed w.e.f. April 18th 2019 as a Company Secretary of the Company.

Information to Directors:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take



informed decisions. Additional agenda items in the form of “Other Business” are included with the permission of the Chairperson. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting to take note of the same.

Apart from the Board members, the Company Secretary and the CFO are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating. The Chairperson of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Company Secretary for the action taken / pending to be taken.

Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda, notes to Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

BOARD COMMITTEES

AUDIT COMMITTEE

The committee continues to perform its tasks under the companies Act, 2013 as well as SEBI (Listing Obligations and Disclosures) Regulations, 2015. The terms of reference are briefly described below:-

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;



- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of Chief Financial Officer after assessing the qualifications, experience background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

In addition to the above, the following items will be reviewed by the Audit Committee:-

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the Head - Internal Audit

The Audit Committee is vested with the necessary powers to achieve its objectives. The Committee has discharged such other role/function as envisaged under Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.

The committee comprises of three Directors, out of which two are Independent Directors. All the members, including Chairperson of Audit Committee are financially literate and have the ability to read and understand the financial statement.

In the financial year 2019-20, four meetings were held on May 30th 2019, August 14th 2019, November 14th 2019 and February 14th 2020. Composition of the committee and details of meetings held and member's attendance during the year are as under:

Name	Status	Category	No of Meetings Held and Attended during the year 2019-20	
			Held	Attended
Mr. Surjit Singh	Chairperson	Non Executive & Independent Director	4	4
Mrs. Malkeet Kaur	Member	Non Executive & Independent Director	4	4
Mr. Gian Chand Thakur	Member	Whole time Director	4	4

The Company Secretary acts as the secretary to the Audit committee. Chief Financial Officer attends all the meetings and statutory auditors and internal auditors are also invited for the meeting.

Mr. Surjit Singh, the Chairperson of the Audit Committee was present at the last Annual General Meeting held on September 27th 2019.

NOMINATION AND REMUNERATION COMMITTEE

The committee continues to perform its tasks under the companies Act, 2013 as well as SEBI (Listing Obligations and Disclosures) Regulations, 2015. The terms of reference are briefly described below:-

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, Key managerial personnel and other employees;
2. Formulating criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Assessing whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. However, the Company has been paying the remuneration during the year as per performance of the Company.

Composition of committee and details of meetings held and member's attendance during the year under review are as under:

Date of Meetings: - April 18, 2019, August 14th 2019, November 14th 2014 and February 14, 2020.

Name	Status	Category	No of Meetings Held and
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HIMACHAL FIBRES LIMITED



			Attended during the year 2019-20	
			Held	Attended
Mrs. Malkeet Kaur	Chairperson	Non Executive & Independent Director	4	4
Mr. Manoj Kumar	Member	Non Executive Director	4	4
Mr. Surjit Singh	Member	Non Executive & Independent Director	4	4

The Company Secretary acts as the secretary to the Nomination and Remuneration committee.

Remuneration to Directors:

i) Executive Directors: The Managing Director and Whole-time Director shall be eligible for remuneration, as may be approved by the shareholders of the Company on the recommendation of the NRC Committee and the Board of Directors. If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of the Companies Act, 2013.

ii) Non-Executive/Independent Director: The Non-Executive/Independent Directors of the Company may receive remuneration by way of sitting fees for attending the meeting of the Board of Directors or Committee thereof, as approved by the Board.

Details of the remuneration, sitting fees etc. paid/payable/entitlement to Directors for the year ended on March 31st 2020.

Name of the Director	Remuneration (in Rs.)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Sitting fees (in Rs.)	Total
Mr. Gian Chand Thakur	702581.00	-	-	702581.00
Mrs. Malkeet Kaur	-	-	10000.00	10000.00
Mr. Manoj Kumar	-	-	10000.00	10000.00
Mr. Surjit Singh	-	-	10000.00	10000.00
Mr. Pawan Nagpal	-	-	10000.00	10000.00

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee performs various functions conferred under the Listing Regulations and Section 178 of the Act, which mainly covers ensuring resolution of grievances of security holders of the company.

Composition of committee and details of meetings held and member's attendance during the year under review are as under:

Date of Meetings: - May 30th 2019, August 14 2019, November 14, 2019 and February 14, 2020.

Name	Status	Category	No of Meetings Held and Attended during the year 2019-20	
			Held	Attended
Mr. Surjit Singh	Chairperson	Non Executive & Independent Director	4	4
Mrs. Malkeet Kaur	Member	Non-Executive & Independent Director	4	4
Mr. Gian Chand Thakur	Member	Whole time Director	4	4

The Company Secretary acts as the secretary to the Stakeholders Relationship committee.

The details of complaints received and resolved during the Financial Year ended March 31st 2020 are given in the table below:

Investor Complaints	Number
Number of shareholders' complaints received during 2019-20	2
Number of solved to the satisfaction of shareholders	2
Number of pending complaints as on March 31, 2020	Nil

Name and designation of the Compliance Officer:

HIMACHAL FIBRES LIMITED



Mrs. Laxmi Khatri, the Company Secretary is the Compliance Officer of the Company and be contacted at Ph: 0161-4684000 and Fax: 0161-4684010 and Email: hfl.corporate@gmail.com.

Other Committee Details:

In order to smoothen the operation of the company, the power of Board has been delegated by forming committees with specific purposes. Date of Meetings of Securities Transfer Committee: - April 05, 2019 and July 17 2019.

Date of Meetings of Banking and Finance Committee: - June 10, 2019 and October 15, 2019.

COMMITTEE NAME	MEMBERS	NO OF MEETINGS
SECURITIES TRANSFER COMMITTEE	Mr. Surjit Singh (Chairperson) Mr. Gian Chand Thakur Mr. Manoj Kumar	2
BANKING & FINANCE COMMITTEE	Mr. Surjit Singh (Chairperson) Mr. Gian Chand Thakur Mr. Manoj Kumar	2

The Company Secretary acts as the secretary to the Securities Transfer Committee and Banking & Finance committee.

COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS

In the preparation of the Standalone IND AS financial statements, the Company has followed the Indian Accounting Standards ("IND AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Amendment Rules, 2017 and other accounting principles generally accepted in India. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Training/Familiarization of Board of Directors

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The details of familiarization programme have been posted in the website of the Company under the web link www.himachalfibre.com.

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 the Listing Regulations. 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 the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company under the web link www.himachalfibre.com.

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 14th 2020 to review the performance of Non-independent Directors (including the Chairperson) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

Performance Evaluation

The Board has carried out an annual evaluation of its own performance, performance of its Committees and of the directors individually, as per the criteria laid down by the Nomination and Remuneration Committee. The evaluation was carried out based on various parameters such as the participation in the Board & and its Committee meetings, contribution towards accurate financial reporting, strategic guidance, risk mitigation, internal controls, governance, leadership and talent development and managing external stakeholders

During the year under review, Mr. Surjit Singh and Mrs. Malkeet Kaur, met on February 14th 2020, without the presence of non-independent directors and members of the management, to discuss the evaluation of the Board, Committees and the Non-Executive Directors. The discussions covered both strategic and operational aspects of the Board functioning, as well as the quality, content and timeliness of the flow of



information between the Management and the Board. The inputs from the meeting were shared with the Nomination and Remuneration Committee (Regulation 25 of the Listing Regulations).

The performance evaluation of the Independent Directors was carried out by the entire Board.

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

ENTERPRISE RISK MANAGEMENT

The Company's Enterprise Risk Management Processes ensures that the management controls risks through means of a properly defined framework. The risks are reviewed periodically by the Whole time Director and the Chief Financial Officer through an established Enterprise Risk Management Framework and also annually by the Board of Directors.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Company is not exposed to any of these risks.

OUTSTANDING GDRs/ADRs WARRANTS OF ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

POLICY FOR PRESERVATION OF DOCUMENTS

In accordance with regulation 9 of SEBI (Listing Obligations and Disclosures) Regulations, 2015 the board has adopted a policy for preservation of documents which has been uploaded on the website of the company under the web link www.himachalfibre.com.

ARCHIVAL POLICY

In accordance with regulation 30 (8) of SEBI (Listing Obligations and Disclosures) Regulations, 2015 an archival policy has been adopted which has also been uploaded on the website of the company under the web link www.himachalfibre.com.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A qualified Company Secretary in practice carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. This Reconciliation is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the Board. The Audit Report, inter alia, confirms that the total listed and paid-up capital is in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CREDIT RATING:

During the Financial Year 2019-20 Company has same "D" Credit Rating in respect to bank credit facilities from Credit Rating Agency i.e. Brickwork Ratings India Pvt. Ltd

OTHER DISCLOSURES:

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties, as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year, were in the ordinary course of business and were on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.himachalfibre.com.

STRICTURES OR PENALTIES

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. The company has ensured compliance with requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosures) Regulations, 2015. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as



well as in spirit. The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and directors to report genuine concerns, unethical behavior and irregularities, if any, in the company noticed by them which could adversely affect company's operations. The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported till date. Further in accordance with requirement of Para C 10 (c) of SEBI (Listing Obligations and Disclosures) Regulations, 2015 affirmation is also given that no personnel has been denied access to audit committee. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company at www.himachalfibre.com.

Compliances

Mandatory Requirements

The Company has fully complied with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of non-mandatory requirements under Listing Agreement

The Board:

Since the company have a non executive Chairperson a separate office is maintained at Registered office of the company along with a separate office at Corporate office at 8-L, Model Town, Backside Hotel Chevron Ludhiana-141002 (Punjab).

POLICY FOR DETERMINATION OF MATERIALITY OF THE DISCLOSURE OF EVENTS & INFORMATION

In accordance with regulation 30 (4) of SEBI (Listing Obligations and Disclosures) Regulations, 2015 a policy has been adopted regarding disclosures of any events or information which, in the opinion of the board of directors is material and the same is also available on the website of the company i.e. www.himachalfibre.com.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE:

M/s Rajeev Bhambri & Associates, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with Corporate Governance Report.

DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITORS

Details relating to fees paid to the Statutory Auditors are given in Note 29 (a) to the Financial Statements.

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The details of number of complaints filed and disposed of during the year and pending as on March 31st 2020 is given in the Directors' report.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below:

Financial Year	Location of the Meeting	Date	Time	No. of Special Resolution passed
2016-2017	Registered Office at Barotiwala	28.09.2017	11:00 A.M	0
2017-2018	Registered Office at Barotiwala	27.09.2018	11:00 A.M	1
2018-2019	Registered Office at Barotiwala	27.09.2019	11:00 A.M	0

RESOLUTION PASSED THROUGH POSTAL BALLOT

No resolution was passed Through Postal Ballot in the year under review.

HIMACHAL FIBRES LIMITED



MEANS OF COMMUNICATION

Annual Reports in respect of each financial year are mailed to the shareholders whose email IDs are registered with the company and physically to the shareholders who have not so registered in the permitted mode in August/ September of each calendar year and to those shareholders, who request for the same. Each Report contains the annual accounts of the company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report is the Notice convening the annual general meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding reports of the auditors.

The quarterly, half-yearly and annual financial results were/will be published in eminent daily newspapers like *Business Standard* (English & Hindi) and also displayed on Company's website: www.himachalfibre.com.

SHAREHOLDER INFORMATION

Registered Office	:	Plot no. 43-44, Industrial Area, Barotiwala-174 103, (Himachal Pradesh) Telephone No. – 0161-4684000 Fax No. – 0161-4684010 Email: hfl.corporate@gmail.com
Corporate Office	:	8-L, Model Town, Backside Hotel Chevron Ludhiana-141002 (Punjab) Telephone No. – 0161-4684000 Fax No. – 0161-4684010 Email: hfl.corporate@gmail.com

PARTICULARS OF DIRECTORS REAPPOINTED

As required under erstwhile clause 49 of the Listing Agreement, the details of Director appointment/reappointment is given in this annual Report and forms part of this report.

REGISTRAR AND TRANSFER AGENT

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110062 Ph. 011-29961281-283 Fax 011-29961284, Email: beetalrta@gmail.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

PLANT LOCATION

Plot No.43-44, Industrial Area, Barotiwala-174 103 (Himachal Pradesh)

Shareholders Rights:

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website www.himachalfibre.com. Hence, these are not individually sent to the Shareholders.

Reporting of Internal Auditor:

The internal auditor reports to audit committee.

General Shareholders Information

Annual General Meeting

Date	:	September 28 th 2020
Day	:	Monday
Time	:	04.30 P.M
Venue	:	Though Video Conferencing/ Other Audio Visual Means

FINANCIAL CALENDAR

Financial Year	:	1 st April to 31 st March
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HIMACHAL FIBRES LIMITED



Financial results were announced on:

- o August 2019 : First Quarter
- o November 2019 : Second Quarter
- o February 2020 : Third Quarter
- o July 2020 : Audited Results

Book Closure

The dates of book closure are from September 22nd 2020 to September 28th, 2020 (inclusive of both days).

Demat ISIN Number for NSDL and CDSL : INE723D01021

Listing

At present, the equity shares of the company are listed on the BSE Limited (BSE).

Stock Exchanges	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Demat Segment - 514010

SHARE TRANSFER SYSTEM

The Company's shares are in Demat mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect.

Stock Market Data

Market Price Data as compared to closing Sensex during 2019-20:

Month	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Sensex Closing
April, 2019	2.64	2.51	2.6	1643	14	39031.55
May, 2019	2.5	1.48	1.87	12052	72	39714.2
June, 2019	2.18	1.87	2.17	9910	59	39394.64
July, 2019	2.28	1.28	1.28	5609	37	37481.12
August, 2019	1.34	1.16	1.34	7496	28	37332.79
September, 2019	1.34	1.13	1.16	6995	37	38667.33
October, 2019	1.16	1.11	1.13	2286	24	40129.05
November, 2019	1.13	0.91	0.95	9241	46	40793.81
December, 2019	1.02	0.9	1.02	18021	40	41253.74
January, 2020	1.4	0.98	1.4	4754	30	40723.49
February, 2020	1.4	1.21	1.21	4782	26	38297.29
March, 2020	1.21	1.09	1.14	1592	17	29468.49

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020.

Shareholding	Holders	Percentage %	No of shares	Percentage %
UP TO 5000	2672	93.89	2091679	2.43
5001 TO 10000	71	2.49	509603	0.59
10001 TO 20000	35	1.23	539167	0.62

HIMACHAL FIBRES LIMITED



20001 TO 30000	18	0.63	447026	0.52
30001 TO 40000	7	0.25	235463	0.27
40001 TO 50000	9	0.32	405015	0.47
50001 TO 100000	10	0.35	696850	0.81
100001 AND ABOVE	24	0.84	81325197	94.29

DEMATERIALISATION OF SHARES:

As on March 31st 2020, 96.24% of the capital comprising 8,30,06,000 shares, out of total of 8,62,50,000 shares were dematerialized.

ADDRESS OF CORRESPONDENCE

Shareholders may contact:

**Mrs. Laxmi Khatri (Company Secretary) at
Registered Office & Works**

Corporate Office

:

:

Plot No.43-44, Industrial Area,
Barotiwala-174 103 (Himachal Pradesh)
8-L, Model Town, Backside Hotel
Chevron Ludhiana-141002 (Punjab)
Telephone No. – 0161-4684000
Fax No. – 0161-4684010
Email: hfl.corporate@gmail.com

CEO/CFO CERTIFICATION

To,
The Board of Directors
Himachal Fibres Limited

Subject: Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year 2019-20 and that to the best of our knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) 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 that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
 - 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

HIMACHAL FIBRES LIMITED



- 3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Ludhiana
Dated: September 02nd 2020

Sd/-
(Gian Chand Thakur)
Whole time Director
DIN: 07006447

Sd/-
(Navrattan Sharma)
Chief Financial Officer

Declaration by the Whole time Director under the Listing Regulations regarding compliance with Code of Conduct

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31st 2020.

Place: Ludhiana
Date: September 02nd 2020

Sd/-
Gian Chand Thakur
Whole time Director
DIN: 07006447

Certificate regarding compliance of conditions of Corporate Governance

To
The Members of
Himachal Fibres Limited

I have examined the compliance of conditions of Corporate Governance by **HIMACHAL FIBRES LIMITED** ('the Company'), for the year ended on 31st March, 2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) regulations, 2015 for the year ended on March 31, 2020.

I further state that 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 **Rajeev Bhambri & Associates**
Practicing Company Secretaries
Sd/-

Place: Ludhiana

(Rajeev Bhambri)

Date: 27.08.2020 Proprietor

UDIN: F004327B000623651 CP No. 9491

HIMACHAL FIBRES LIMITED



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,
Himachal Fibres Limited,
Plot No. 43-44, Industrial Area,
Barotiwala. (Himachal Pradesh)

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HIMACHAL FIBRES LIMITED** having CIN:**L17119HP1980PLC031020** and having registered office at Plot No. 43-44, Industrial Area, Barotiwala. (Himachal Pradesh)(hereinafter referred to as 'the Company'), produced before me/us 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/our opinion and to the best of my/our 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/We 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 APPOINTMENT IN COMPANY
1	MANOJ KUMAR	06872575	22.08.2016
2	GIAN CHAND THAKUR	07006447	12.11.2014
3	MALKEET KAUR	07140603	28.03.2015
4	SURJIT SINGH	07143372	14.11.2018
5	PAWAN NAGPAL	02911054	01.04.2019

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.

Place: Ludhiana
Dated: 27.08.2020
UDIN: F004327B000623671

For Rajeev Bhambri & Associates
Sd/-
(Rajeev Bhambri)
Proprietor
Membership No.:F4327
CP No.: 9491



HIMACHAL FIBRES LIMITED

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF HIMACHAL FIBRES LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **HIMACHAL FIBRES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the 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 Ind AS financial statements give the information required by 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 31 March 2020, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 45 of the statement, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Corporate Governance Report and Directors' Report, including annexures thereon, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance 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 Ind AS financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued thereunder.

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



HIMACHAL FIBRES LIMITED

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.

Auditor's Responsibilities for the audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also: -

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.



HIMACHAL FIBRES LIMITED

2. 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, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;
- e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) 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 standalone Ind AS Financial statements; refer Note 30 to the standalone Ind AS financial statements.
- ii. The company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR MANJUL MITTAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 028039N**

**Sd/-
MANJUL MITTAL
PARTNER
(M.NO.500559)**

**DATED: 10.07.2020
PLACE: LUDHIANA**

Annexure A’ to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of **M/s Himachal Fibres Limited** (“the Company”) for the year ended March 31, 2020:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.



HIMACHAL FIBRES LIMITED

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.

2)(a) The management has conducted the physical verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given , investments made , guarantees, and securities given have been complied with by the company .

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government, the maintenance of cost records has been prescribed under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the records with a view to determining whether they are accurate or not.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has not been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable except following:-

S.No.	Statute	Nature	Amount
1.	Income Tax Act,1961	Income Tax (FY12-13)	Rs.2080790/-
2.	Himachal Pradesh Sales Tax Act	Works Contract Tax Payable	Rs. 136008/-
3.	Income Tax Act , 1961	Fringe Benefit Tax	Rs. 103040/-
4.	Employee's State Insurance Act, 1948	E.S.I Payable (FY 2018-19)	Rs.1027134/-
5	Employee's State Insurance Act, 1948	E.S.I Payable (FY 2019-20)	Rs. 462476/-
6	Finance Act, 2005	Service Tax Payable	Rs. 3630/-
7	Income Tax Act,1961	TDS/TCS Payable	Rs.387914/-

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks/Financial Institutions detailed as below:-

S.No.	Financial Institution and Banks	Particulars	Amount (Rs.)	Period of Default Since
1.	State Bank of India -WCTL	Interest	312397.00	Jan Feb 2020
		Installment	833000.00	Feb 2020



HIMACHAL FIBRES LIMITED

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans during the year under review. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

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

11) According to the information and explanations given to us and based on examination of records of the Company, 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 during the year under review.

12) Since the Company is not a Nidhi Company, therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N

Dated: 10.07.2020
Place: Ludhiana

Sd/-
Manjul Mittal
Partner
M.No.500559

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of M/s Himachal Fibres Limited

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

We have audited the internal financial controls over financial reporting of M/s Himachal Fibres Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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. 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 Companies Act, 2013.

Auditors’ Responsibility

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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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.



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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.

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

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) 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

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

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 Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N**

Sd/-

**Manjul Mittal
Partner
(M.No.500559)**

**Dated: 10.07.2020
Place: Ludhiana**



HIMACHAL FIBRES LIMITED

Himachal Fibres Limited

Notes to financial statements for the year ended 31st March 2020

1. Corporate Information

Himachal Fibres Limited (hereinafter referred to as "the Company") is a Company incorporated and domiciled in India with its registered office is at Plot No. 43-44, Industrial Area, Barotiwala, District Solan, Himachal Pradesh. Corporate identification number of the company is L17119HP1980PLC031020 and the company is engaged in the business of manufacturing and sale of cotton polyester yarn and knitted clothes.

2. Significant accounting policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

(a) Basis of preparation and presentation

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Amendment Rules, 2017 and other accounting principles generally accepted in India.

The financial statements were authorized for issue by the Company's Board of Directors on 10th July 2020.

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis except for the following items:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets. Or Employee's Defined Benefit Plan as per actuarial valuation.

(c) Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is also the Company's the functional currency.

(d) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and judgment that affect the reported amounts of assets, liabilities, income, expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements and accompanying notes. These estimates and judgment are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other estimates and judgments that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

The area involving significant estimates and judgments are:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions
- Estimation of useful lives of property, plant and equipment and intangible assets
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources
- **Estimation uncertainty relating to the global health pandemic on COVID-19**

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, intangible assets, right of use assets, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. It has also assessed the probability of occurrence of forecasted transactions under the hedging relationships and continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of



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the COVID-19 which may be different from that estimated as at the date of approval of these standalone Ind AS financial statements. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business

(e) Current / non-current classification

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. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realized within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A Liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

(f) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located and condition necessary for it to be capable of operating in.

An item of property, plant and equipment and any significant part initially recognized the manner intended by management.. The Company identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is de-recognized.

Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work- in- progress.

Subsequent expenditure

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses on existing property, plant and equipment, including day-today repairs, maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Depreciation

Depreciation on property, plant and equipment has been provided on Straight line method in the manner and over the useful life of the assets prescribed under Part 'C' of Schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.



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(g) Impairment

Impairment of financial assets

The Company recognizes loss allowance for expected credit losses on financial assets measured at amortized cost. At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default in payment within the due date;
- the restructuring of a loan or advance by the entity on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganization; or

The Company measures loss allowances at an amount equal to lifetime expected credit losses. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information. The Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any) is held.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value on an appropriate discount factor.

(h) Inventories

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost in respect of different classifications of inventories is computed as under:

- in case of raw material, stores and spares, diesel and packing material at first-in-first-out (FIFO) cost method plus direct expenses.
- in case of work-in-progress at raw material cost (determined on FIFO cost method) plus appropriate portion of conversion cost and other overheads incurred depending upon the stage of completion.



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- in case of finished goods at raw material cost (determined on FIFO cost method) plus conversion cost, packing cost and other overheads incurred to bring the goods up to their present location and condition.
- Saleable waste/ Scrap has been valued at estimated net realizable value.
- Goods/ material in transit are valued at realizable value to date.

(i) Foreign currency transactions

Transactions in foreign currencies are recorded by the Company entities at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the statement of Profit and Loss

(j) Employee benefits

– Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term cash bonus, 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 amount of obligation can be estimated reliably.

– Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees.

– Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed quarterly/annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability or the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(k) Revenue recognition

Revenue from Sale of goods

- Revenue is measured at the fair value of the consideration received or receivable. Sales are recognized when the significant risks and rewards of ownership which coincide with transfer of controls of goods, are transferred to the buyer as per terms of contract and are recognized. Amounts disclosed as revenue is net of returns, trade discounts, Good and Service Tax (GST) and amount collected on behalf of third parties.
- The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefit associated with the transaction will flow to the company.

Revenue from other than sale of goods



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- Revenue (other than sale) is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.
- Insurance claims are accounted for on an accrual basis, to the extent these are measurable and ultimate collection is reasonably certain.

(l) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method (EIR). Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(m) Borrowing costs

Borrowing cost are interest and other costs incurred in connection with borrowing of funds. Borrowing costs directly attributable to acquisition or construction of qualifying assets are capitalized as part of the cost of such assets to the extent that they relate to the period till such assets are ready to be put to use. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

(n) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Particulars	Lease Term
Leasehold Land	99 Years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases except in case of lease contracts with related parties since there exist economic incentive for the Company to continue using the leased premises for a period longer than the 11 months and considering the contract is with the related parties, it does not foresee non-renewal of the lease term for future periods, thus basis the substance and economics of the arrangements, management believes that under Ind AS 116, the lease terms in the arrangements with related parties have been determined considering the period for which management has an economic incentive to use the leased asset (i.e. reasonable certain to use the asset for the said period of economic incentive). Such assessment of incremental period is based on management assessment of various factors including the remaining useful life of the asset as on the date of transition. The management has assessed period of arrangements with related parties as 10 years as at April 01, 2019. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

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. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.



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(o) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

i. Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The company classifies its financial assets as subsequently measured at either amortized cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment

The company makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Debt instruments at amortized cost

A financial asset is measured at amortized cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate ('EIR') method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the company may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

ii. Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognized (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks



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and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On de-recognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in profit or loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

iii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of amortized cost, net of directly attributable transaction costs.

Subsequent measurement

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

Financial Liabilities measured at amortized cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

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

Derivative financial instruments

Foreign exchange forward contracts are purchased to mitigate the risk of changes in foreign exchange rates associated with forecast transactions denominated in certain foreign currencies. The Company recognizes all derivatives as assets or liabilities measured at their fair value. The changes by marked to market then at each reporting date and the related gains (losses) are recognized in the Statement of Profit and Loss.

De-recognition of financial liabilities

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

(p) Measurement of fair values



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In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less. For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities

(r) Earning per share

Basic earning per share (EPS) are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share (EPS), the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(s) Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future obligation at pre-tax rate that reflects current market assessments of the time value of money risks specific to liability. They are not discounted where they are assessed as current in nature. Provisions are not made for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made. Contingent assets are disclosed in the financial statements.

(t) Taxation

Income tax comprises current and deferred tax. It is recognized in Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax



HIMACHAL FIBRES LIMITED

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets - unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.



HIMACHAL FIBRES LIMITED

Himachal Fibres Limited

Balance Sheet as at 31st March 2020

Particulars	Note No.	As at 31.03.2020		As at 31.03.2019	
ASSETS					
Non-current assets					
(a) Property, Plant and Equipment	3	193976808		214242118	
(b) Capital Work in Progress	4	21293840		0	
(c) Right-of-use assets	41	639354		0	
(d) Financial Assets					
(i) Others Financial Assets	5	2165000		2165000	
(e) Deferred tax assets (net)		6390701		5711404	
(f) Other non-current assets	6	<u>2728947</u>	227194650	<u>1735989</u>	223854511
Current assets					
(a) Inventories	7	251857690		294765195	
(b) Financial Assets					
(i) Trade receivables	8	91545980		77309013	
(ii) Cash and cash equivalents	9	2230885		1426235	
(iii) Bank balances other than (ii) above	9A	9451231		9757180	
(iv) Others	10	225439		346253	
(c) Current Tax Assets (Net)	11	2127006		2474105	
(d) Other current assets	12	<u>29794782</u>	387233013	<u>31096121</u>	417174102
Total Assets			614427663		641028613
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	13	86250000		86250000	
(b) Other Equity	14	<u>221077396</u>	307327396	<u>243699637</u>	329949637
LIABILITIES					
Non-current liabilities					
(a) Financial Liabilities					
(i) Borrowings	15	22876978		32297953	
(ii) Other Long Term Liabilities	15A	48797313		42432447	
(b) Provisions	16	<u>2922917</u>	74597208	<u>1760164</u>	76490564
Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	17	146329033		143736821	
(ii) Trade Payables	18	41890170		49398276	
(iii) Other financial liabilities	19	31884559		35342450	
(b) Other current liabilities	20	10188881		3147454	
(c) Provisions	21	<u>2210416</u>	232503059	<u>2963411</u>	234588412
Total Equity and Liabilities			614427663		641028613

For Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N

On behalf of the board

sd/-
MANJUL MITTAL
PARTNER
M.NO. 500559

sd/-
GIAN CHAND THAKUR
(DIRECTOR)
DIN:07006447

sd/-
MANOJ KUMAR
(DIRECTOR)
DIN: 06872575

10.07.2020
LUDHIANA

sd/-
NAVRATTAN SHARMA
(CFO)

sd/-
LAXMI KHATRI
(COMPANY SECRETARY)



HIMACHAL FIBRES LIMITED

Himachal Fibres Limited

Statement of Profit and Loss for the year ended 31st March 2020

Particulars	Note No.	For the year ended 31.03.2020	For the year ended 31.03.2019
REVENUE			
Revenue from operations	22	426594168	477647769
Other Income	23	19019257	13250345
Total Income		445613425	490898114
EXPENSES			
Cost of materials consumed	24	123737170	200106473
Purchases of Stock-in-Trade		119636853	155787061
Changes in inventories of finished goods and work-in-progress	25	30982717	-54046919
Employee benefits expense	26	80103312	74337480
Finance costs	27	31253640	35256034
Depreciation expense	28	20335087	20449843
Other expenses	29	63253643	57296599
Total Expenses		469302422	489186571
Profit/ - Loss before exceptional items and tax		-23688997	1711543
Exceptional items			
Profit/ - Loss before tax		-23688997	1711543
<u>Less: tax expense:</u>			
(1) Current tax		0	329301
(2) Deferred tax		-679297	-2733325
Profit/ - Loss for the period		-23009700	4115567
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		578668	2214921
(ii) Income tax relating to items that will not be reclassified to profit or loss		0	426151
B (i) Items that will be reclassified to profit or loss		0	0
(ii) Income tax relating to items that will be reclassified to profit or loss		0	0
Total Comprehensive Income for the period		-22431032	5904337
Earnings per equity share:			
(Nominal value of equity share - ` 1/-)			
Basic		-0.27	0.01
Diluted		-0.27	0.01

For Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N

On behalf of the board

sd/-
MANJUL MITTAL
PARTNER
M.NO. 500559

sd/-
GIAN CHAND THAKUR
(DIRECTOR)
DIN:07006447

sd/-
MANOJ KUMAR
(DIRECTOR)
DIN: 06872575

10.07.2020
LUDHIANA

sd/-
NAVRATTAN SHARMA
(CFO)

sd/-
LAXMI KHATRI
(COMPANY SECRETARY)



HIMACHAL FIBRES LIMITED

HIMACHAL FIBRES LIMITED

CASH FLOW STATEMENT FOR THE YEAR 31st MARCH 2020

	PARTICULARS	AMOUNT (RS.)	
		Figures at the end of Current Reporting Period 31.03.2020	Figures at the end of Previous Reporting Period 31.03.2019
A.	CASH FLOW FROM/USED IN OPERATING ACTIVITIES		
	NET PROFIT BEFORE TAX	(23,110,329)	1,711,543
	ADJUSTMENTS FOR:		
	DEPRECIATION	20,335,087	20,449,843
	MISCELLANEOUS EXPENSES WRITTEN OFF	-	-
	INTEREST EXPENSES	31,253,640	35,256,034
	INTEREST INCOME	(155,040)	-
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	28,323,358	57,417,420
	ADJUSTMENTS FOR:		
	(INCREASE)/DECREASE IN TRADE AND OTHER RECEIVABLES	(14,110,720)	72,199,759
	(INCREASE)/DECREASE IN INVENTORIES	42,907,505	(61,616,428)
	INCREASE/(DECREASE) IN TRADE PAYABLES AND OTHER LIABILITIES	(3,514,812)	(10,484,940)
	CASH GENERATED FROM OPERATIONS	53,605,331	57,515,811
	INCOME TAX PAID	191,209	150,677
	NET CASH FROM/USED IN OPERATING ACTIVITIES	53,414,122	57,365,134
B.	CASH FLOW FROM/USED IN INVESTING ACTIVITIES		
	PURCHASE OF FIXED ASSETS	(21,352,924)	(10,243,229)
	INTEREST RECEIVED	155,040	-
	NET CASH FROM/USED IN INVESTING ACTIVITIES	(21,197,884)	(10,243,229)
C.	CASH FLOW FROM/USED IN FINANCING ACTIVITIES		
	EQUITY PORTION OF UNSECURED LOAN PAID (OTHER EQUITY)	-	(2,392,298)
	AMOUNT TRANSFERRED TO CAPITAL REDEMPTION RESERVE	-	12,000,000
	REPAYMENT OF LONG TERM BORROWINGS	(3,056,109)	(9,198,071)
	CHANGES IN WORKING CAPITAL LOANS/SHORT TERM BORROWINGS	2,592,212	(12,348,748)
	INTEREST PAID	(31,253,640)	(35,256,034)
	NET CASH FROM/USED IN FINANCING ACTIVITIES	(31,717,537)	(47,195,151)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVLANTS	498,701	(73,246)
	OPENING CASH AND CASH EQUIVLANTS	11,183,415	11,256,661
	CLOSING CASH AND CASH EQUIVLANTS	11,682,116	11,183,415

For Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N

On behalf of the board

sd/-
MANJUL MITTAL
PARTNER
M.NO. 500559

sd/-
GIAN CHAND THAKUR
(DIRECTOR)
DIN:07006447

sd/-
MANOJ KUMAR
(DIRECTOR)
DIN: 06872575

10.07.2020
LUDHIANA

sd/-
NAVRATTAN SHARMA
(CFO)

sd/-
LAXMI KHATRI
(COMPANY SECRETARY)



HIMACHAL FIBRES LIMITED

in `

Description of assets	Gross carrying amount		Depreciation			Net carrying amount				
	As at 01.04.2019	Additions during the period	Disposal	As at 31.03.2020	Opening accumulated depreciation	Depreciation for the year	Eliminated on disposal of assets	Closing accumulated depreciation	As at 31.03.2020	As at 31.03.2019
3. Property, plant and equipment										
At Works										
Freehold Land	82239.00	-	-	82239.00	-	-	-	-	82239.00	82239.00
Total	82239.00	0.00	0.00	82239.00	0.00	-	-	0.00	82239.00	82239.00
Buildings	130474683.21	0.00	-	130474683.21	62289220.66	4044972.70	-	66334193.37	64140489.84	68185462.55
Plant and equipment	414735644.24	-	-	414735644.24	285765214.51	13681013.00	0.00	299446227.51	115289416.73	128970429.73
Furniture and fixtures	1811293.75	4000.00	-	1815293.75	1619344.00	94031.00	-	1713375.00	101918.75	191949.75
Vehicles	24503383.00	-	-	24503383.00	8135571.00	2440874.00	-	10576445.00	13926938.00	16367812.00
Office equipments	629322.00	-	-	629322.00	597855.00	-	-	597855.00	31467.00	31467.00
Computers	869131.00	55084.00	-	924215.00	825673.00	14576.00	-	840249.00	83966.00	43458.00
Mobile Phones	34718.00	-	-	34718.00	32982.00	0.00	-	32982.00	1736.00	1736.00
Electrical Fittings	581453.00	-	-	581453.00	468593.29	23160.00	-	491753.29	89699.71	112859.71
Weighing Machines	85428.00	-	-	85428.00	30721.00	5630.00	-	36351.00	49077.00	54707.00
Tubewell	324815.00	-	-	324815.00	288681.00	6631.00	-	295312.00	29503.00	36134.00
At Ludhiana Office										
Office equipments	42526.00	-	-	42526.00	40400.00	0.00	-	40400.00	2126.00	2126.00
Computers	580394.00	-	-	580394.00	507383.00	0.00	-	507383.00	73011.00	73011.00
Mobile Phones	149288.29	-	-	149288.29	60562.00	13506.00	-	74068.00	75220.29	88726.29
Total	574904318.49	59084.00	0.00	574963402.49	360662200.46	20324393.70	0.00	380986594.16	193976808.00	214242118.03



HIMACHAL FIBRES LIMITED

	As at 31.03.2020	As at 31.03.2019
4. Captail Work in Progress		
Machinery under Installation	21,293,840	-
Total	<u>21,293,840</u>	<u>-</u>
5. Others		
Security deposits	2,165,000	2,165,000
Non-current bank balances - term deposits	-	-
Interest accrued but not due on - Fixed Deposits	-	-
Total	<u>2,165,000</u>	<u>2,165,000</u>
6. Other non-current assets		
Capital Advances	1,678,635	1,096,635
Leasehold Land - Pre-payment	-	639,354
Trade receivables		
Unsecured, considered good :		
Other Parties more than 12 months old	1,050,312	-
Total	<u>2,728,947</u>	<u>1,735,989</u>
7. Inventories (Refer note no. 2 (h) for mode of valuation)		
Raw materials	359,126	19,380,921
Work-in-progress	1,150,959	6,709,922
Finished goods	206,424,556	231,206,694
Stock-In-Trade	8,317,863	8,959,478
Stores and spares	35,605,186	28,508,180
Total	<u>251,857,690</u>	<u>294,765,195</u>
8. Trade receivables		
Unsecured, considered good :		
Related Parties - Where Director is Director or Member	-	-
Other Parties	91,545,980	77,309,013
	<u>91,545,980</u>	<u>77,309,013</u>
Doubtful	-	-
Less: Provision for Life Time Expected Credit Loss	-	-
	<u>-</u>	<u>-</u>
Total	<u>91,545,980</u>	<u>77,309,013</u>
No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further no trade or other receivables are due from firms or private companies respectively in which any director is a partner, or director or member.		
9. Cash and cash equivalents		
Balances with banks		
- in current/ cash credit accounts	54,156	1,958
- in deposit accounts with maturity upto three months (pledged with banks towards margin against Bank guarantees)		
Cash in hand	2,176,729	1,424,277
Total	<u>2,230,885</u>	<u>1,426,235</u>
9A. Bank balances other than Cash and cash equivalents		
Other bank balances		
- Deposits with more than twelve months maturity	-	-
- Deposits with more than three months but less than twelve	9,451,231	9,757,180
	<u>9,451,231</u>	<u>9,757,180</u>
Less: Amounts disclosed as other financial assets (non current) [refer note 5]		
Total	<u>9,451,231</u>	<u>9,757,180</u>
10. Others		
Advances to Employees	-	-
Interest accrued but not due on - Fixed Deposits	225,439	346,253
Total	<u>225,439</u>	<u>346,253</u>



HIMACHAL FIBRES LIMITED

	As at 31.03.2020	As at 31.03.2019
11. Current Tax Assets (Net)		
Advance Income Tax (2007-2008)	-	9,139
F.B.T. Recoverable (A.Y. 2006-07)	-	5,450
TDS/ TCS Recoverable (F.Y. 2019-20)	308,522	-
TDS/ TCS Recoverable (F.Y. 2018-19)	659,090	1,123,410
TDS/ TCS Recoverable (F.Y. 2017-18)	1,159,394	1,159,394
TDS Recoverable (F.Y. 2009-10)	-	18,508
TDS Recoverable (F.Y. 2008-09)	-	78,433
TDS Recoverable (F.Y. 2007-08)	-	79,771
Total	2,127,006	2,474,105

12. Other current assets

Leasehold Land - Pre-payment	-	10,693
Advances to suppliers of goods and services		
Related Parties - Where Director is Director or Member	-	-
Other Parties	1,799,524	5,217,080
Other advances Recoverable in Cash or Kind	1,121,048	1,373,662
Entry Tax Advance	27,069	27,069
Input VAT Credit (HP)	4,100	4,100
Input VAT Credit (Punjab)	8,328,173	8,328,173
VAT Reversed against Material with Jobworker	1,848,227	1,848,227
GST Input (HP and Punjab)	16,666,641	14,287,117
Total	29,794,782	31,096,121

13. Equity Share capital

Authorised

<u>Equity Shares</u>		
- 17,50,00,000 (PY 17,50,00,000) Equity Shares for Re. 1/- EACH	175,000,000	175,000,000
<u>Preference Shares</u>		
- 1,65,000 16.5% Cumulative Redeemable Pref. Shares of Rs.100/- Each	16,500,000	16,500,000
- 14,35,000 4% Non-Cumulative Redeemable Pref. Shares of Rs.100/- Each	143,500,000	143,500,000
Total	335,000,000	335,000,000

Issued, Subscribed & Paid Up Equity Shares

- 8,62,50,000 (PY 8,62,50,000) Equity Shares for Re. 1/- Each Fully Paid up	86,250,000	86,250,000
Total	86,250,000	86,250,000

The reconciliation of the number of shares outstanding at the beginning and at the end of the period:

Equity shares of Rs. 1/- each:

Particulars	Number of shares		Number of shares	
	Amount	Amount	Amount	Amount
Number of shares and amount at the beginning	86250000	86,250,000	86,250,000	86,250,000
Add : Shares issued	0	0	0	0
Number of shares and amount at the end		86,250,000		86,250,000

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

Equity shares: The company has one class of equity share having par value of ` 1/- per share. Every member holding equity shares and entitled to vote and present in person or by proxy shall have voting rights which shall be in the same proportion as the capital paid on the equity share or shares (whether fully paid up or partly paid up) held by him bears to the total paid up equity capital of the company.

Shares in the company held by each shareholder holding more than 5 percent shares:

Name of the shareholder	Number of shares		Number of shares	
	% held	% held	% held	% held
Balmukhi Textile P Ltd.	13180500	15.28	13180500	15.28
Brijeshwari Textiles P Ltd.	13180500	15.28	13180500	15.28
Shiva Spinfab P Ltd.	13680500	15.86	13680500	15.86
Himachal Yarns Ltd.	9610050	11.14	9610050	11.14
Shiv Narayan Investments P Ltd.	8999750	10.43	8999750	10.43
Garg Fincap Ltd.	6715000	7.79	6715000	7.79
	65366300	75.79	65366300	75.79



HIMACHAL FIBRES LIMITED

14. Other Equity

Redeemable Preference Shares

The Company has issued 12,00,000 (PY 12,00,000) 4% Non-Cumulative Redeemable Preference Shares of Rs. 100/- Each on 31st August 2009. The said preference shares shall be redeemed after the expiry of 16th, 17th & 18th year from the date of allotment by repayments of the amounts paid up thereon along with such premium not exceeding 4% per annum (to be calculated for the period of 15 years) on the face value of preference shares for the period to be reckoned from the date of allotment in installment of 30%, 35%, and 35% respectively.

The Preference Shares are presented in the Balance Sheet as follows.

Particulars	As at 31.03.2020		As at 31.03.2019	
Equity Component of Preference Shares 4% Non-Cumulative Redeemable Preference Shares		92,099,976		92,099,976
Equity Component of Preference Shares		92,099,976		92,099,976
<u>Retained Earnings</u>				
Balance at the beginning of the year	(159,921,144)		(163,430,256)	
Add: Profit/(Loss) for the year	(22,431,032)		5,904,337	
Add : Impact of IND AS effective ROI (WCTL Processing fee)				
Less: Amount Transferred to Capital Redemption Reserve	-		(3,000,000)	
Less: Provision for Life Time Expected Credit Loss				
Less: Provision for Lease Rent on Operating Lease				
Less: Deferred Tax Adjustment of IND AS				
Less : Other Comprehensive Income (Loss) (Actuarial Gain on Gratuity)				
Less: Income Tax for Earlier Years	(191,209)		604,775	
Other Comprehensive Income				
Balance at the end of the Year	(182,543,385)	(182,543,385)	(159,921,144)	(159,921,144)
Capital redemption reserve				
As at the commencement of the year	31,489,070		16,489,070	
Add: receipt during the year	-	31,489,070	15,000,000	31,489,070
Capital reserves				
As at the commencement of the year	177,793,476		177,793,476	
Add: receipt during the year	-	177,793,476	-	177,793,476
Share Premium Account				
As at the commencement of the year	52,000,000		52,000,000	
Add: Additions during the year		52,000,000	-	52,000,000
Equity Component of Unsecured Loan				
As at the commencement of the year	50,238,259		52,630,557	
Less : Redeemed During The Year		50,238,259	(2,392,298)	50,238,259
Total		221,077,396		243,699,637

Disclosures of nature and amount of each item

15. Borrowings

Secured (*)

Term Loans				
WCTL Account (Secured)	31,217,811		38,812,837	
Add/(Less) : Impact of IND AS effective ROI	121,517		130,247	
Car Loans	-		3,906,643	
Less: Current maturities of long term loans (refer Note No. 19)	(12,282,340)	19,056,988	(13,902,643)	28,947,084

Unsecured Loans

Metro Synthetics	-		-	
Balmukhi Textiles Pvt. Ltd.	25,000,000.00		25,000,000.00	
Brijeshwari Textiles Pvt. Ltd.	27,500,000.00		27,500,000.00	
	52,500,000.00		52,500,000.00	
Less: Equity Portion of Unsecured Loan	(50,238,259.00)		(50,238,259.00)	
Add: NPV of Interest on Unsecured Loans	1,558,249.00	3,819,990	1,089,128.12	3,350,869
Total		22,876,978		32,297,953

(A) WCTL from State Bank of India is Secured against 1st exclusive charge on entire Fixed Assets of the Company (Incl. EM of Leasehold rights on Plot no. 43-44, Industrial area, Barotiwala (H.P.). Measuring 81612 sq. mtrs.)

(B) These are further secured by 2nd charge on entire Current Assets of the Company and Personal Guarantee of Promoters of the Company namely Sh. Akhil Malhotra and Sh. Mayank Malhotra.

(C) WCTL is repayable in total 84 monthly Installments as follows: 83 Installments from march 2016 of Rs. 8.33 lacs each and balance in 1 monthly Installment of Rs. 8.61 lacs.

(D) Car Loans are from Toyota Financial Services (I) Ltd. (Rs. 18.90 lacs), exclusively for purchase of two new Cars. The respective Vehicles are Hypothecated against Loans. The Loans are payable in 36 Equal Monthly Installments (Including Interest) of Rs. 0.61 Lacs & Rs. 0.76 lacs.



HIMACHAL FIBRES LIMITED

	As at 31.03.2020	As at 31.03.2019
15A. Other Long Term Liabilities		
Redeemable Portion of 4% Non-Cumulative Pref Share Capital	48,797,313	42,432,447
Total	<u>48,797,313</u>	<u>42,432,447</u>
16. Provisions		
Provision for Employee Benefits		
Gratuity	2,922,917	1,760,164
Total	<u>2,922,917</u>	<u>1,760,164</u>
17. Borrowings		
(Secured, Considered Good)		
Cash Credit Account (Secured)	146,329,033	143,736,821
Total	<u>146,329,033</u>	<u>143,736,821</u>
18. Trade payables		
Creditors other than Micro and small Enterprises		
- Related Parties - Where Director is Director or Member		-
- Other Parties	6,649,340	16,628,017
ILC Payable	35,240,830	32,770,259
Total	<u>41,890,170</u>	<u>49,398,276</u>
19. Other financial liabilities		
Current maturities of long-term debt		
- State Bank of India WCTL	12,282,340	9,996,000
- ICICI Bank Ltd	-	237,480
- Toyota Financial Services India Ltd.	-	3,669,163
Redemption Amount of 16.5% Preference Shares	-	-
Others		
-Employees Dues	15,333,211	15,697,149
Other Expenses Payable	4,269,008	5,742,658
Total	<u>31,884,559</u>	<u>35,342,450</u>
20. Other current liabilities		
Statutory Dues Payable		
- Provident Fund	421,973	169,705
- Employee State Insurance (ESI)	1,649,165	1,027,129
- Tax Deducted at Source	326,983	96,527
- Service Tax	3,630	3,630
- Work Contract Tax	136,008	136,008
Advance From Customers	6,651,122	331,364
Cheques Issued But Not Presented	1,000,000	1,383,091
Total	<u>10,188,881</u>	<u>3,147,454</u>
21. Provisions		
Provision for employee benefits		
- Gratuity	26,586	24,129
Income Tax Payable	2,183,830	2,939,282
Total	<u>2,210,416</u>	<u>2,963,411</u>



HIMACHAL FIBRES LIMITED

	As at 31.03.2020	As at 31.03.2019
22. Revenue from operations		
Sale of products	399,831,642	407,090,910
	<u>399,831,642</u>	<u>407,090,910</u>
Other operating revenues		
Sale of waste	10,466,721	2,467,261
Sale of scrap	725,382	312,092
	<u>11,192,103</u>	<u>2,779,353</u>
Jobwork Charges Received	15,570,423	67,777,506
Total	<u>426,594,168</u>	<u>477,647,769</u>
23. Other income		
Interest income	155,040	-
Misc income	1,193,566	240,247.00
Other Non -operative Income	12,612,195	11,780,911.00
Forex Gain	2,091	-
Rebate Received	192,422	-
Sundry Balances Written Back	4,863,943	1,229,187.00
Total	<u>19,019,257</u>	<u>13,250,345.00</u>
24. Cost of materials consumed		
<u>Cost of raw materials consumed</u>		
Opening stock of raw materials	19,380,922	10,778,860
Add: purchase of raw materials	104,715,374	208,708,535
	<u>124,096,296</u>	<u>219,487,395</u>
Less :		
Closing stock of raw materials	359,126	19,380,922
Cost of materials consumed - Total	<u>123,737,170</u>	<u>200,106,473</u>
Changes in inventories of finished goods and work-in-progress		
Closing inventories		
Finished goods	213,657,564	239,474,039
Saleable waste	1,084,855	692,134
Work-in-progress	1,150,959	6,709,922
	<u>215,893,378</u>	<u>246,876,095</u>
Opening inventories		
Finished goods	239,474,039	187,994,038
Saleable waste	692,134	34,000
Work-in-progress	6,709,922	4,801,138
Stock-in-trade	-	-
	<u>246,876,095</u>	<u>192,829,176</u>
<u>(-) Increase/ decrease in inventories of finished goods and work-in-progress</u>		
Finished goods	25,816,475	(51,480,001)
Saleable waste	(392,721)	(658,134)
Work-in-progress	5,558,963	(1,908,784)
Stock-in-trade	-	-
Changes in inventories of finished goods and work-in-progress	<u>30,982,717</u>	<u>(54,046,919)</u>
26. Employee benefits expense		
Salaries, wages and bonus	71,309,331	66,173,707
Contribution to provident fund and other funds	1,961,824	2,265,573
Gratuity expense	1,743,878	1,180,287
Staff welfare expenses	798,753	429,202
Bonus	2,586,378	2,653,346
Compensated Absences	1,703,148	1,635,365
Total	<u>80,103,312</u>	<u>74,337,480</u>



HIMACHAL FIBRES LIMITED

	As at 31.03.2020	As at 31.03.2019
27. Finance costs		
Interest	21,785,486	23,449,188
Interest exp.s as per IND AS	121,517	130,247
Other Borrowing Costs	1,661,359	5,237,612
Interest on Preference Shares	6,364,866	5,534,666
NPV of Interest on Unsecured Loans	469,121	379,243
Less: Interest Income	(666,515)	(526,243)
Bank Charges	1,517,806	1,051,321
Total	31,253,640	35,256,034
28. Depreciation Expense		
Depreciation on property, plant and equipment (refer note no. 3)	20,324,394	20,449,843
Depreciation of Right of use assets (refer note no. 3A)	10,693	-
Total	20,335,087	20,449,843
29. Other expenses		
Manufacturing Expenses		
Power & Electricity	39,316,532	35,569,502
Fuel Consumed	303,965	1,286,050
Oil & Lubricants	928,788	1,104,161
Store & Spares Consumed	4,745,870	3,425,422
Freight & Cartage Inwards	199,012	126,757
Lease Rent Machinery	2,050,000	1,800,000
Machinery Repair	4,036,531	3,296,864
	51,580,698	46,608,756
Administrative Expenses		
Remuneration of Auditors		
(a) As Auditor	200,000	200,000
Board Meeting Expenses	50,580	104,830
Computer Repair & Expenses	30,290	58,483
Director's Remuneration	702,581	720,000
Fees Subscription & Taxes	232,648	281,616
Festival/ Worship Expenses	-	-
Fine & Penalty	2,492,216	47,837
General & Miscellaneous Expenses	24,166	62,879
Insurance Expenses	864,750	837,076
Legal & professional Expenses	704,729	927,024
Loss on sale of Assets	-	-
Printing & Stationary Expenses	55,396	52,733
Prior Period Expenses	-	51,175
Rent Expenses	145,860	159,720
Rent Exp. For operating Lease	-	10,693
Repair & Maintenance	974,647	680,018
Service Tax (Reverse Charge)	-	-
Telephone, Fax, Internet & Postage Expenses	199,010	183,778
Travelling Expenses	87,252	97,594
Vehicle Running & Maintenance	2,614,690	1,915,052
	9,378,815	6,390,508
Selling Expenses		
Advertisement Expenses	47,200	47,710
Commission	-	-
Freight & Cartage Outwards	1,424,681	1,922,484
Packing & Handling Expenses	818,405	2,295,379
Bad Debts Written Off	-	-
Provision For Doubtful Debts	-	-
Rebate & Discount	3,844	31,762
	2,294,130	4,297,335
Total	63,253,643	57,296,599



HIMACHAL FIBRES LIMITED

30. Contingent liability not provided for:

(Rs. in Lacs)

Particulars	As At 31.03.2020	As At 31.03.2019
Contingent liability not provided for		
--Entry Tax with H.P.Excise and Taxation Deptt.	70.80	70.80
--Processing Fees of Dy.Director of Industries, Solan	149.77	149.77
-- Damages under ESI	59.40	59.40
--Right to Recompense with State Bank of India	591.00	591.00
--Income Tax Act 1961 (AY 2017-18)	350.93	--
Total	1221.90	870.97

31. The Company has paid/provided the managerial remuneration to the following persons which is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act :-

Name of Directors/Managers	Designation	Remuneration (Rs. in Lacs)	
		2019-20	2018-19
Sh. Gian Chand Thakur	Whole Time Director	7.03	7.20

32. The Company has no information about the parties who has registered themselves under Micro, Small and Medium Enterprises Development Act, 2006.

33. The earnings per share (EPS) disclosed in the profit and loss account have been calculated as under:-

Amount in Lacs

Particulars	As At 31.03.2020	As At 31.03.2019
Profit/(Loss) attributable to equity shareholders (A)	-224.31	59.04
Less: Preference Dividend for the year*	0.00	48.00
Earnings Attributable to Equity shareholders	-224.31	11.04
Weighted average number of equity shares (No's) (B)	86250000	86250000
Earning per shares (Rs per share) (face value of Rs.1 each (A)/(B)	-ve	0.01
Diluted earnings per share	-ve	0.01

*As per the rehabilitation scheme sanctioned by the Hon'ble BIFR, the company have to redeem 1,50,000 16.5% Redeemable Preference Shares of Rs.100 each at 20% of its face value and without payment of dividend. Therefore No Dividend has been assumed on said redeemable preference shares while calculating EPS.

34. Deferred Taxation

The disclosure requirements as per the Accounting Standards (AS-22) on 'Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India is as under:-

Net Deferred Tax Liability as on 31st March, 2020 has been recognized by applying the tax rate applicable for the current financial year as under:-

Sr. No.	Particulars	Deferred Tax (Rs.)	
		Debit	Credit
1.	Deferred Tax Assets as on 01.04.2019	5711404/-	--
2.	Deferred Tax Expense recognized during the year due to timing difference between depreciation as per Income Tax Act, 1961 & as per books of account for the year 2019-20	679297/-	--
3.	Net Deferred Tax Assets as on 31.03.2020	6390701/-	--

35. (i) The related party disclosures as per Accounting Standard-18 issued by The Institute of Chartered Accountants of India are as under:-

A. Enterprises under the common control as the company : Nil

B. Key Management Persons

- Sh. Gian Chand Thakur (Whole Time Director)



HIMACHAL FIBRES LIMITED

- Sh. Manoj Kumar
- Sh. Navrattan Sharma (CFO)
- Ms. Palak Narang (Company Secretary) (Resigned on 15th April 2019)
- Ms. Laxmi Khatri (Company Secretary) (Appointed on 18th April 2019)

(ii) Disclosure of transactions between the company and related parties during the year and outstanding balances as on March 31, 2020.

(Rs. in Lacs)

Particulars	Enterprises that are under common control as the company		Key management personnel	
	As At 31.03.2020	As At 31.03.2019	As At 31.03.2020	As At 31.03.2019
Director Sitting fees	--	--	0.40	0.68
Remuneration	--	--	17.21	18.31

36. In the opinion of the management, all current assets, loan and advances their value if realized in the ordinary course of business, at least to the amount at which they are stated except expressly stated otherwise.

37. Balance of Sundry Debtors, Sundry Creditors and Loans and Advances are subject to confirmation and reconciliation.

38. There are cheques amounting to Rs.10.00 Lacs issued in FY 2018-19 which are not yet cleared from the bank accounts of the company as on 31.03.2020 are shown under the other current liabilities at Note no.20.

39. **Payment to Auditors:-**

(Rs. in Lacs)

Particulars	As At 31.03.2020	As At 31.03.2019
Audit Fees	1.00	1.00
Tax Audit Fees	1.00	1.00
Total	2.00	2.00

40. In the FY 2018-2019, the company has redeemed the said outstanding 1,50,000 16.5% Cumulative Redeemable Preference Shares of Rs.100/- each @ 20% of the face value of the shares as per the terms of the abovementioned BIFR order and issued the cheques to the said preference shareholders.

41. The company is operating in single segment i.e. Textiles i.e. Knitted Fabric and Blended Yarn. Hence segment reporting as required under INDAS108 (Operating Segments) is not applicable.

Major Customers

Detail of the Major Customers where sales of the company are more than 10% of the turnover of the company is as below:-

(Rs. in Lacs)

	FY 2020	FY 2019
Yogindra Worsted Ltd	1204.21	813.62
Shiva Texfabs Ltd	2215.31	1216.63
Vinayak International	134.53	1764.97

42. Leases:

(i) Leases as Lessee

The company has long term lease contract for factory land situated plot no.43-44, Industrial area Barotiwala District Solan which has lease term for 99 years. Generally, The Company's obligations under its lease are secured by the lessor's title to the leased assets. The company is restricted from assigning and subleasing the leased assets.

The company also has certain leases of office premises and machinery and equipment with lease term of 12 months or less. The company applies the short term lease recognition exemptions for these leases.

As on transition date i.e. April 1, 2019, Right of use assets of Rs. 6.39 Lacs were recognized including reclassification of prepaid rentals for leasehold rentals for the leasehold land.

Particulars	(Rs. In Lacs)
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HIMACHAL FIBRES LIMITED

	2019-20
As at April 1, 2019	6.50
Depreciation Expense	(0.11)
As at 31 March 2020	6.39

The following are the amounts recognized in statement of profit and loss:

Particulars	(Rs. In Lacs)
	2019-20
Depreciation expenses of right-of-use assets	0.11
Expenses relating to short term leases (included in other expenses)	21.96
	22.07

Payments associated with short term leases are recognized on a straight line basis as an expense in statement of profit and loss. Short term leases are leases with a lease term of 12 months or less.

43. The summarized position of Post-Employment benefits and long term employee benefits recognized in the Profit & Loss Account and Balance Sheet as required in accordance with Accounting Standard (AS15) are as under:

a. Gratuity

The principal assumptions used in actuarial valuation of gratuity are as below:

i) Economic Assumptions

	31/03/2020	31/03/2019
i) Discounting Rate	6.76	7.66
ii) Future salary Increase	5.00	5.00
iii) Expected Rate of return on plan assets	0.00	0.00

ii) Demographic Assumption

i) Retirement Age (Years)	58	58
ii) Mortality Table	IALM (2012-14)	
iii) Ages	Withdrawal Rate (%)	
Up to 30 Years	5.00	5.00
From 31 to 44 years	5.00	5.00
Above 44 years	5.00	5.00

ii) Actuarial Value

	Assets / Liability	31/03/2020	31/03/2019
A	Present value of obligation	29,49,503	17,84,293
B	Fair value of plan assets	--	--
C	Net assets / (liability) recognized in balance sheet as provision	(29,49,503)	(17,84,293)

iv) Bifurcation of PBO at the end of year as per revised schedule VI to the companies Act.

		31/03/2020	31/03/2019
a)	Current liability (Amount due within one year)	26,586	24,129
b)	Non-Current liability (Amount due over one year)	29,22,917	17,60,164
c)	Total PBO at the end of year	29,49,503	17,84,293



HIMACHAL FIBRES LIMITED

b. Provident Fund

During the year the company has recognized an expense of Rs. 12,85,015/- (Previous Year Rs11,08,826/-) towards provident fund scheme.

c. Leave Encashment and Bonus

During the year the company has recognized an expense of Leave Encashment and Bonus for Rs. 17,03,148/- and Rs. 25,86,378/- respectively (Previous Year 16,35,365/- and Rs. 26,53,346/- respectively)

44. The figures of the previous year have been rearranged/ regrouped, wherever necessary to facilitate comparison.

45. World Health Organisation (WHO) declared outbreak of Corona virus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company temporarily suspended the operations in all the units of the Company in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lock down of production facilities etc. during the lock-down period which has been extended till May 15, 2020.

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, intangible assets, right of use assets, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. It has also assessed the probability of occurrence of forecasted transactions under the hedging relationships and continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these standalone Ind AS financial statements. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

On behalf of the board

For Manjul Mittal & Associates
Chartered Accountants
Firm Reg.No.028039N

sd/-
Manjul Mittal
Partner
M.NO. 500559
10.07.2020
Ludhiana

sd/-
Gian Chand Thakur
(Director)
DIN:07006447

sd/-
Navrattan Sharma
(CFO)

sd/-
Manoj Kumar
(Director)
DIN: 06872575

sd/-
Laxmi Khatri
(Company Secretary)