PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092
Regd. Office: 3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008;Tel :(91-11) 2574 7696, 2575 1934/35/36, Fax :(91-11) 2575 1937/38;
E-Mail: narendermakkar@yahoo.com website:-www.phoenixindia.com

Ref: SEC/BSE/COPY-ANNUAL REPORT/ ***05.09.2020***

Listing Department
The Bombay Stock Exchange Limited
25, Phiroze Jeejeebhoy Towers,
Dalal Street, ***Mumbai – 400001***

Scrip Code:- **BSE- 526481**

Sub.: Annual General Meeting of the Shareholders of Phoenix International Limited

Ref.: Regulation 34(1) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Further to our intimation, Notice of the **33RD Annual General Meeting (**AGM) along with the Annual Report is being sent to the shareholders whose e-mail IDs are registered with the Depository Participant/ the Company.

Enclosing herewith the Notice of the AGM along with the Annual Report for the financial year ended on March 31, 2020 as **Annexure A.**

The Annual Report of the Company for the year ended March 31, 2020 and the Notice convening 33rd Annual General Meeting (AGM) of the Company are also available on the Company's website below:-

(Click on Investor Relations then for Annual Report under 2019-2020)
www.phoenixindia.com

And is also available in the Company's Registrar and Share Transfer Agent, Link MASS SERVICES LIMITED i.e. at https://www.masserv.com/contact.asp/

This is for your information and record.

Thanking you.

Yours faithfully,
For PHOENIX INTERNATIONAL LIMITED

NARENDER KUMAR MAKKAR

NARENDER KUMAR MAKKAR (DIN-00026857)
Company Secretary & Compliance Officer



33rd Annual Report

2019-2020

PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

Regd. off. : 3rd Floor, Gopala Tower 25, Rajendra Place, New Delhi – 110008

BOARD OF DIRECTOR
Mr. Jitender Pancharia, Non Executive and Independent Director
Ms. Pushpa Joshi, Non Executive and Independent Director
Mr. Narender Aggarwal, Non Executive and Independent Director
Mr. P.M. Alexander, Director

KEY MANAGERIAL PERSONNEL
Mr. Tushar Korde, Chief Executive Officer
Mr. Gopal Krishna Mishra, Chief Finance Officer

COMPANY SECRETARY
Mr. Narender Kumar Makkar

AUDITORS
M/S Pradip Bhardwaj & Co.
LG-47, Ansal Fortune Arcade
Sector 18, Noida (U.P) – 201301

REGISTRAR & TRANSFER AGENT
Mas Services Limited
T-34, 2nd Floor
Okhla Industrial Area, Phase – II
New Delhi – 110020

REGISTERED OFFICE
3rd Floor, Gopala tower 25, Rajendra Place,
New Delhi – 110008

WORKS
Door No. 35/1, Ground Floor,
Five Furlons road, Maduvankarai, Gindy, Chennai – 600032
Telephone : 044-2240638

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Phoenix International Limited will be held on Wednesday, the 30th day of September, 2020 at 11.00 A.M. (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Paruvatharayil Alexander Mathai (DIN: 00050022), who retires by rotation Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms. Pushpa Joshi as an Independent Director of the Company for a term of 5 (Five) years as Non-Executive Independent Director of the Company with effect from 13.11.2019.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("Act"), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", Ms. Pushpa Joshi, Independent Director (DIN: 08603929), who was appointed as an Additional Director (Non Executive Independent Director) of the Company with effect from 13.11.2019, and holds office upto the date of the ensuing Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 13.11.2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

For and on behalf of the Board of Directors
of **Phoenix International Limited**
Sd/-
Paruvatharayil Mathai Alexander
Chairman

Place: New Delhi
Date: 01.09.2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this notice for the Thirty Three Annual General Meeting of the Members of the Company:

Appointment of Ms. Pushpa Joshi as Director (Non Executive Independent Director) of the Company for a term of 5 (five) consecutive years effective from 13.11.2019.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Ms. Pushpa Joshi as an Independent Director of the Company with effect from March 11, 2020 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their Thirty Three Annual General Meeting.

Brief profile of Ms. Pushpa Joshi is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.phoenixindia.com

The Company has received a notice proposing the candidature of Ms. Pushpa Joshi for the office of Director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Ms.Pushpa Joshi. and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Ms. Pushpa Joshi a Director (Non Executive Independent Director) of the Company, as set out in item no. 4 of the notice, for approval of the shareholders.

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/re-appointment:

Name of Director	Mr. Paruvatharayil Alexander Mathai	Ms.Pushpa Joshi
DIN	00050022	08603929
D.O.B.	14.11.1954	11.08.1986
Qualifications	Graduate	B.Com, M.Com, Company Secretary (Membership No:A39162)
No. of years of Experience	36	4
Terms and conditions of appointment/ re-appointment / change in remuneration	Terms & conditions and remuneration remain same, Director is retiring by rotation and seeking re-appointment.	She is proposed to be appointed as an Independent Director, for a period of 5 consecutive years.
Details of remuneration and remuneration last drawn	NIL	Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.
Date on which first appointed on the Board	30.08.2005	13.11.2019
Details of shareholding in the Company (as on 31/03/2020)	NIL	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	NONE	NONE
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
List of other Companies in which Directorship is held (1)	**1.** FOCUS OFFSHORE SERVICES PRIVATE LTD **2.** PHOENIX CEMENT LIMITED **3.** BPS TECH SERVICES PRIVATE LIMITED **4.** OIL SEP ENGINEERS PRIVATE LIMITED **5.** SAVARE TRADE ENTERPRISES LIMITED **6.** YELLOW VELLEY LEASING AND FINANCE LIMITED **7.** PHOENIX INDUSTRIES LTD **8.** PHOENIX CAPITAL SERVICES LIMITED **9.** PHOENIX POWER DEVELOPMENT CORPORATION LIMITED **10.** PHOENIX REAL TIME SERVICES LIMITED **11.** PHOENIX INTERNATIONAL FINANCE LTD **12.** PHOENIX INTERNATIONAL LIMITED **13.** FOCUS ENERGY LIMITED **14.** SASSON AGENCIES PRIVATE LIMITED	NIL
Chairperson*/ Member of Committee(s) of Board of Directors of the Company (2)	**1.** Nomination and Remuneration Committee – Member **2.** Stakeholders Relationship Committee – Member **3.** Risk Management Committee – Chairperson **4.** Corporate Social Responsibility Committee - Chairperson	1.Audit Committee – Member **2**. Nomination and Remuneration Committee – Member

NOTES: -

A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting forms part of this Notice.

General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

a) In view of continuing Covid – 19 pandemic the Ministry of Corporate Affairs ("MCA") has vide it's circular dated May 5, 2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to a "MCA circulars") permitted the holding of the AGM through video conferencing (VC) / Other Audio- Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the AGM of the company is being held through VC / OAVM.

b) Since the AGM is being held pursuant to the MCA circulars through VC / OVAM, physical attendance of members has been dispensed with. **Accordingly, the Facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

c) Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remorte e-voting to the scrutinizer by email through its registered email address to narendermakkar@yahoo.com with a copy marked to evoting@cdslindia.com

d) In Compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or CDSL/NSDL (Depositories). Members may note that the Notice and Annual Report 2019 -20 will also be available on the company's website www.phoenixindia.com, website of the Stock Exchange i.e. BSE Limited at ww.bseindia.com

e) Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney , bank details such as name of bank and branch details, bank account number, MICR Code, IFSC Code etc, to their Depository Participants, with whom they are maintaining Demat Accounts.

f) Members holding shares in physical form are requested to register / update their postal address, email address telephone/ mobile numbers, PAN, mandates, nominations, power of Attorney, bank details such as name of the bank and branch details, bank accounts number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. MAS Services Limited by sending an email to info@masserv.com.

g) Non – Resident Indian members are requested to inform MAS Services Limited immediately on :
   a. The Change in the residential status on return to India for permanent settlement; and
   b. The particulars of the bank account(s) maintained in India with complete name branch, and account type, account number and address of the bank, if not furnished earlier.

h) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorised agency for conducting the e- AGM and providing e-voting facility.

i) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

j) Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

k) As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies Shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.

l) SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 with a view to Protect the interest of shareholders, has mandate to all the members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to MAS Services Limited, the Company's Registrar and Transfer Agent.

m) SEBI has mandated the submission of PAN by every participant in securities market. Member holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.

n) Members Can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form SH 13 duly filled with MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase–II, New Delhi–110020 Tel.: 011-26387281/82/83 Email : info@masserv.com. The Said form can be downloaded from the Company's website. The prescribed form in this regard may also be obtained from MAS Services Limited at the mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recoding their nomination.

o) In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

p) Instructions for attending the e-AGM and e-voting are as follows:
   a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Company (Management and Administration) Rules, 2014 (as amended) and Regulations 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of te business to be transacted at the AGM. The Facility of casting votes by a member using remote e-voting system as well as venue voting on the date of AGM will be provided by NSDL.
   b. The remote e-voting period begins on 27.09.2020 at 9.00 A.M. IST and ends on 29.09.2020 5.00 P.M. IST. at 5.00 P.M. IST. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialised form, as on Wednesday,23.9.2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

c. The Board of Directors has appointed Mr. Anant Mishra Chartered Accountant of M/s Anant & Co, I Chartered Accountants, 411, Angel Mega Mall, Kaushambi, Ghaziabad - 201010 (Membership No. 519542) as an scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
d. The Member who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitle to cast their vote again.
e. The Voting right of Members shall be proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evating@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he/she can use his/her for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
g. The details of the process and manner for remote e-voting are explained herein below:

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

1. Members will be able to attend the AGM through VC / OVAM or view the live webcast of AGM provided By CDSL at http://www.evotingindia.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and password may retrieve the same be following the remote e-voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting login into the e-voting system of NSDL.
3. Members are encourage to join the Meeting through Laptops for better experience.
4. Further Member will be required to allow Camera and use Internet with a good speed to avoid ay disturbance during the meeting
5. Please note that participants connecting from Mobile Device or Tablet 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.
6. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on First Come First served Basis.
7. Members, who need assistance before or during the AGM, can contact CDSL on helpdesk.evoting@cdslindia.com / 1800225533. Members who have any queries or feedback regarding the e-Voting System you may mail us at helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
8. Member who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request form their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, Mobile Number at : info@masserv.com. who have registered themselves as a speaker will only be allowed to express their view / ask question during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the vote cast during the AGM, thereafter unblock the vote cast through remote e-voting and make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing, who shall counter sign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.phoenixindia.com and on the website of CDSL https://evoting.cdsl.com immediately. The Company shall simultaneously forward the result to BSE Limited, where the shares of the Company are listed.

INSTRUCTION FOR E-VOTING AND AGM THROUGH VIDEO CONFERENCING

(i) The shareholders need to visit the e-voting website http://www.evotingindia.com/.
(ii) Click on "Shareholders" module.
(iii) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
(iv) Next enter the Image Verification as displayed and Click on Login.
(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in email..
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(xi) 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.

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

(xiii) After selecting the resolution on which you have decided to vote, 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.

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

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

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

(i) To join the meeting, the shareholders should log on to the e-voting website http://www.evotingindia.com/ and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'www.**phoenix** website.

In the "Name" field - Put your name.
In the "last name" field - Enter your folio no. as informed in e-mail
In the "Email ID" field - Put your email ID
In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

✓ Windows 7, 8 or 10
✓ I3
✓ Microphone, speaker
✓ Internet speed minimum 700 kbps
✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

✓ Please download webex application from play store

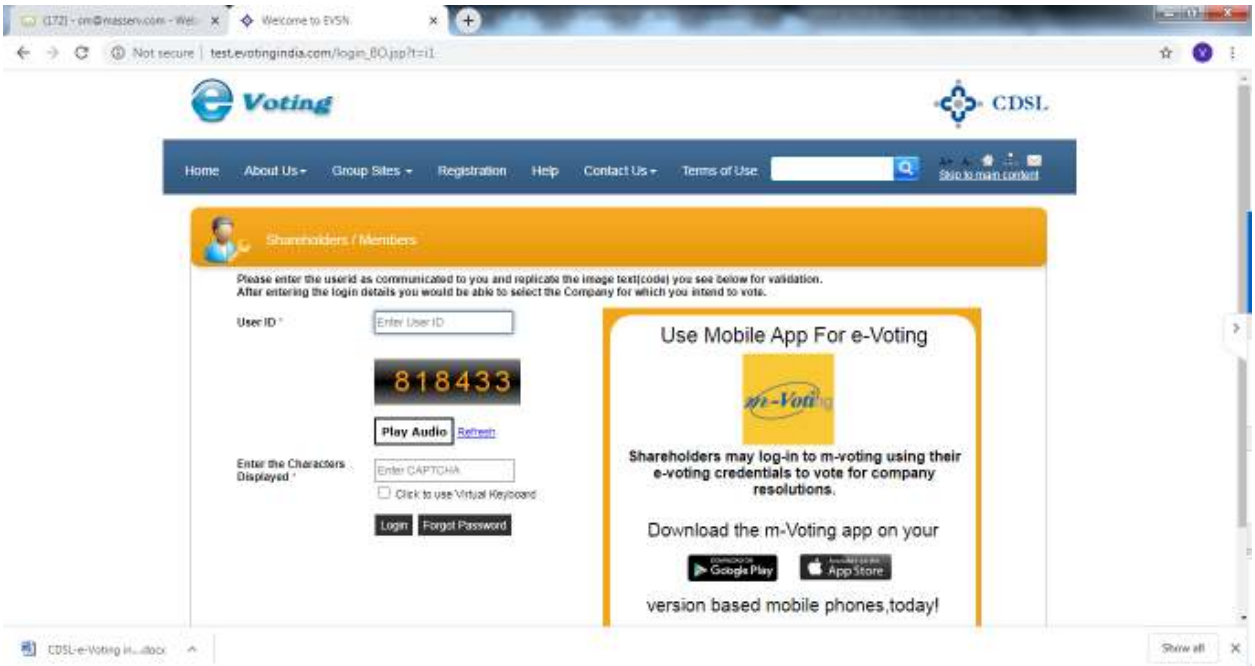
NOTE: IT IS ADVISABLE TO LOGIN BEFORE HAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONSABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

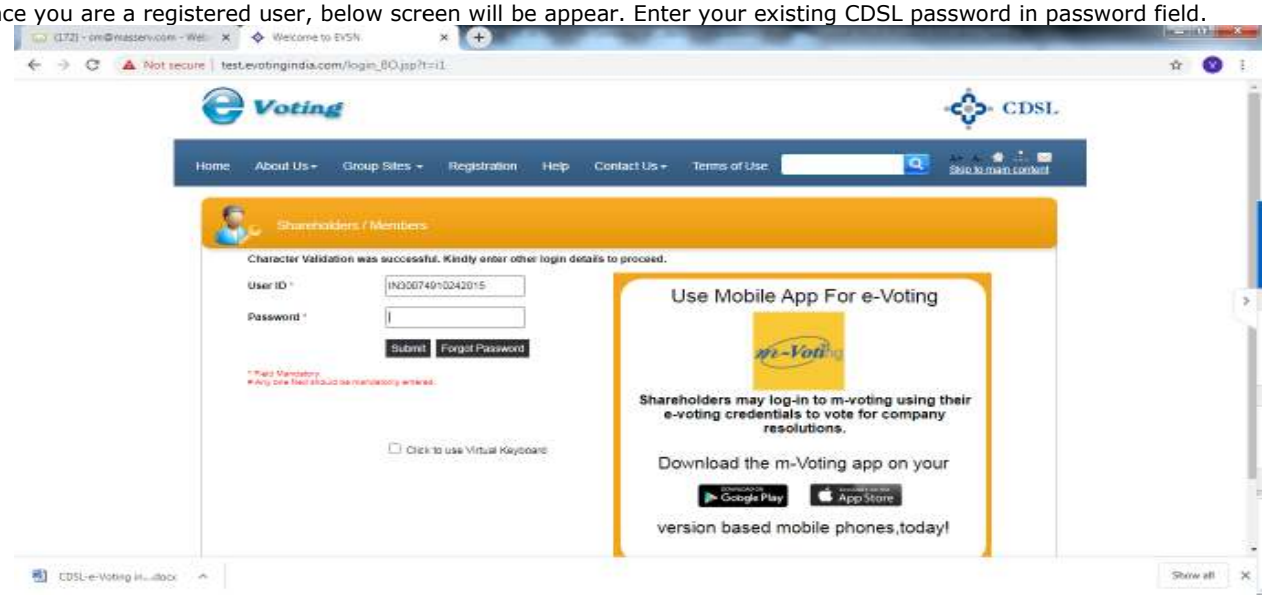
i. The shareholders should log on to the e-voting website http://www.evotingindia.com/.
Below screen will be appear.



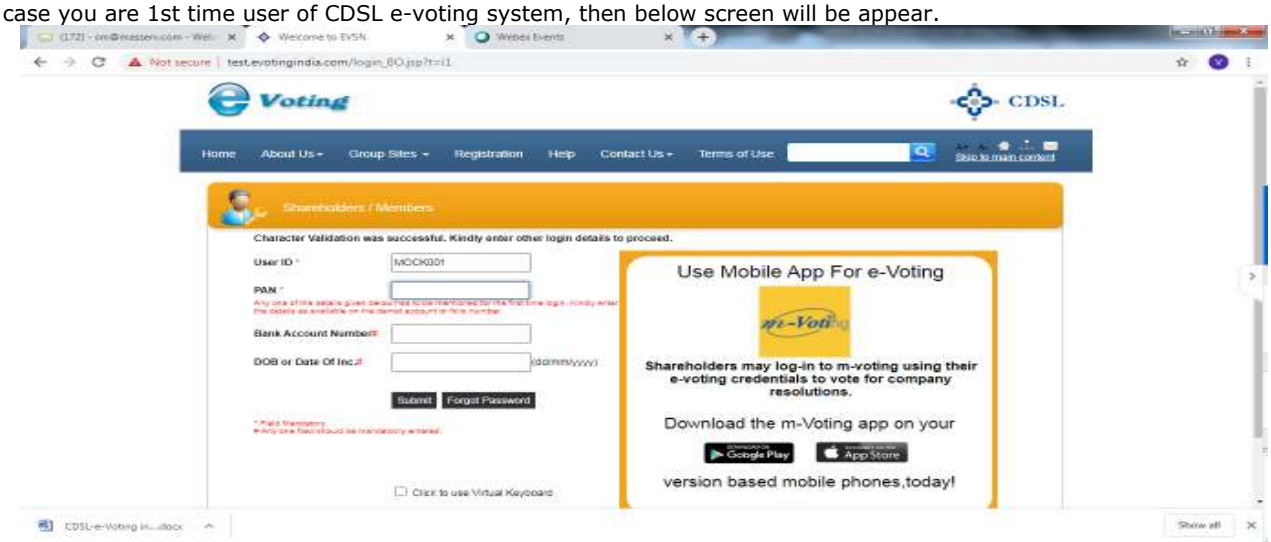
ii. Press Shareholders/Members tab, after which the below screen will be appear.



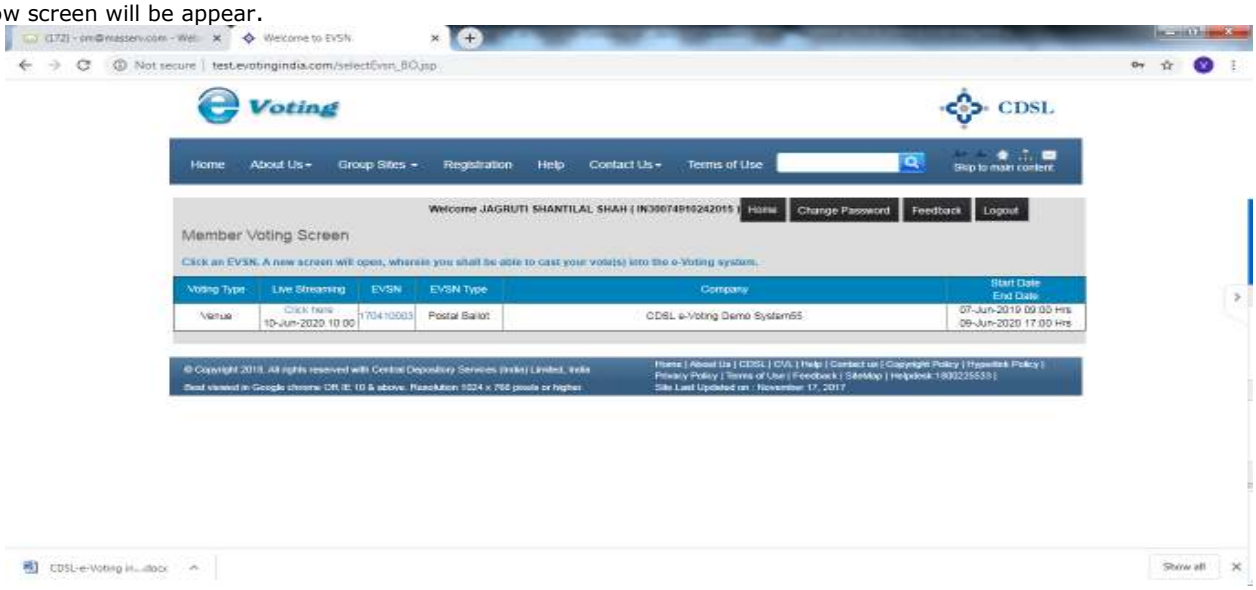
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

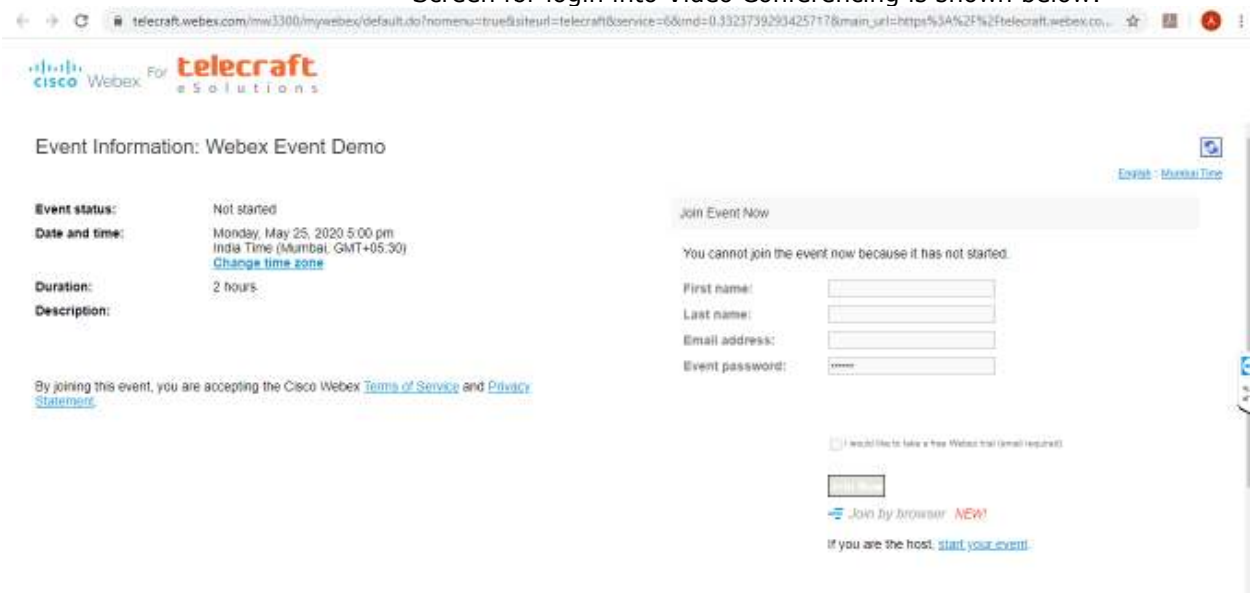


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

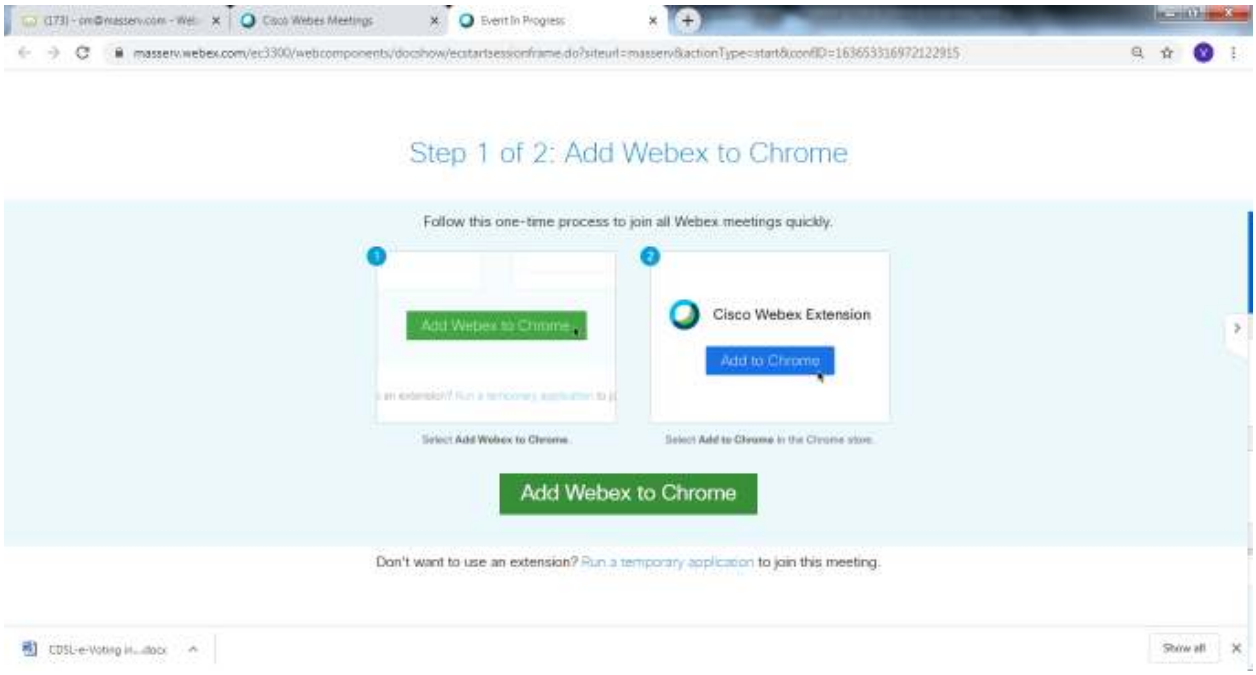
In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

Thank you.

Directors' Report

To,
The Members,
Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company along with the Audited Accounts for the Financial Year ended March 31, 2019.
We draw attention to the financial results with related to COVID19 that has caused significant disruptions in the business operations of companies across India and has caused significant accounting and auditing challenges. One such challenge being inability for the Company to verify inventories physically since Government imposed restrictions during the lockdown on account of health, travel and safety concerns. The extent to which the COVID-19 pandemic will impact the Company's assets and future results will depend on the future developments, which are highly uncertain. Hence the impact of the pandemic may be different from that estimated as at the date of approval of these financial results.

1. Financial summary or highlights/Performance of the Company

(Amount in Rs/Lacs)

Particulars	**Standalone**		**Consolidated**	
	Year Ended 31.03.2020	Year Ended 31.03.2019	**Year Ended 31.03.2020**	Year Ended 31.03.2019
Sales & Other Income	**4632.56**	4548.67	**4636.61**	4548.97
Profit / (Loss) before Depreciation	**807.21**	722.10	**795.65**	701.96
Less Depreciation	**354.15**	352.53	**354.48**	352.53
Profit/(Loss) after Depreciation but before Extra Ordinary Items	**453.06**	369.57	**441.17**	349.43
Add: Extra Ordinary Items	**-**	-	**-**	-
Profit / (Loss) after Extra Ordinary Items – but before Tax	**453.06**	369.57	**441.17**	349.13
Less: Provision for Income Tax/ Deferred Tax Liability	**2.84**	44.29	**132.96**	44.29
Profit / (Loss) After Tax	**450.22**	325.28	**308.21**	305.14

2. Dividend

To implement the plans and to expand the business activities, your Directors do not recommend any dividend for the financial year ended March 31, 2020.

3. Reserves

The Board has not proposed any amount to carry to any reserves

4. Performance

On Standalone basis, revenue from operations for FY 2019-20 were Rs. 46.33Crore as compared to Rs. 45.49 Crore in FY 2018-19.Profit after tax for the year was Rs. 450.22lacs as compared to Rs 325.28 lacs in FY 2018-19

5. Brief description of the Company's working during the year/State of Company's affair

The division wise working details are as under

Sr. No.	**Particular**	**Rental Figures in Lakh**	**Shoes Figures In Lakhs**
1	Sales	1975.48	2322.65
2.	Profit	541.05	(242.52)

6. Change in the nature of business, if any

There were no changes in the nature of business of the Company.

7. 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

There are no material changes and commitments which have occurred between the end of the financial year of the company to which the financial statement relate and the date of the report, which may affect the financial position of the company.

8. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant and material orders passed by any regulators or courts or tribunals which may impact the going concern status and company operation in future.

9. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The company has identified and documented all key financial controls which impact the financial statements, as part of its standing operating procedures (SOPs). The SOPs are designed for all critical processes across office where financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to process owner. The financial controls are tested for effectiveness through management ongoing monitoring and review and independently by the internal audit. In our view the internal financial controls, effecting financial statements are adequate and operating effectively.

10. Details of Subsidiary Companies

Phoenix Cement Limited and Phoenix Industries Limited are two subsidiaries companies.

There are no associate companies or joint venture companies as per the Companies Act, 2013.

Consolidated Financial Statements

As required under the SEBI Listing Regulations, consolidated financial statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the consolidated financial statements of the Company. Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiary companies are attached to the financial statements informs AOC-1. (**Annexure-1**) The Company will make available the said financial statements and related detailed information of the subsidiary companies upon the request by any member of the Company or its subsidiary companies. These financial statements will also be kept open for inspection by any member at the Registered Office of the Company. and the subsidiary companies. Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

11. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

The performance and financial position of the two subsidiaries company are as under.

(In Rs.)

Performance	**Phoenix Cement Limited ***	**Phoenix Industries Limited**
Income	-	4,04,237
Expenditure	(3,46,265)	(13,28,454)
Net Profit / (Loss)	(3,46,265)	(9,24,217)
Financial Position		
Share Capital	829,535,700	9,43,23,000
General Reserve	(558,128,647)	(22,87,65,355)

*Figures are taken on consolidated Basis

12. Deposits

The Company has neither invited nor accepted any deposits from the public falling in the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 during the period under review. Accordingly, no disclosures are required in this regard by the Company.

13. Auditors and Auditors Report

1. Statutory Auditor:-

The Statutory Auditor M/s. Pradip Bhardwaj & Co, Chartered Accountant (ICAI Firm Registration No. 013697C), New Delhi, were appointed for period of 5 years at the Annual General Meeting held on 28.09.2017 till the conclusion of 35the Annual General Meeting.

Further, the Auditors' Report "with an unmodified opinion", given by the Statutory Auditors on the financial statements of the Company for financial year 2019-20, is disclosed in the financial statements forming part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditor in their Report for the year under review.

The notes to the financial statements are self-explanatory and do not call for any further comments

2. Secretarial Auditor:-

Pursuant to the provisions of Section 204 of the Act, M/s. **Shalu Singhal & Co**, Company Secretaries, were appointed as the Secretarial Auditor of the Company, to conduct secretarial audit of the board processes for the year under review.

The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **Annexure 7** to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in his Report for the year under review.

14. Share Capital

A) Issue of equity shares with differential rights

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

B) Issue of sweat equity shares

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

C) Issue of employee stock options

As the Company has not issued any Employee Stock Options during the year under review, hence there is nothing to disclose as required under Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

As the Company has not made provision of money for purchase of its own shares by Employee or by trustee for the benefit of employees during the year under review, hence there is nothing required to disclose the details as required under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014

E) Listing of Shares

The Equity Shares of the Company is listed with BSE Limited. The Delhi Stock Exchange has been de-recognized.

15. Extract of the Annual Return

Pursuant to MCA Notification dated 28.08.2020 the Form No. MGT.9 has not been attached as an extract of the annual return with the Board's report**,** as the same is available in company website www.phoenixindia.com the web link of such annual return in accordance with sub-section (3) of section 92 of the Companies Act, 2013."

16. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in the '**Annexure–3**, which is annexed hereto and forms a part of the Boards' Report. Foreign exchange earnings and Outgo:

Description	Value in Rs.
Earning in foreign Currency/Export Sales	NIL
Remittance in foreign currency – material & others including travelling	

17. Board of Directors ("Board")

(i) **Number of meetings**

The Board met 5 times during the year under review. The details of such meetings are disclosed in the Corporate Governance Report forming part of this Annual Report. The maximum gap between any two consecutive meetings was less than 120 *(one hundred and twenty)* days, as stipulated under Section 173(1) of the Act and Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards issued by Institute of Company Secretaries of India

(ii) Re-Appointment of Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and provision of the Articles of Association of the Company, Mr. Paruvathrayil Mathai Alexander (DIN-00050022) Director of the Company, is liable to retire by rotation and being eligible offers himself for reappointment. The disclosures required pursuant to Regulation 36 of SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report. Attention of the Members is invited to the relevant items in the Notice of the AGM and the Explanatory Statement thereto.

(iii) Independent Directors

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs Pushpa Joshi, Independent Non Executive Director of the Company appointed as Director on 13.11.2019, ceases to be a Director in ensuing 33rd Annual General Meeting and being eligible, she has offered himself for re-appointment.

Resolution seeking her re-appointment alongwith her profile as required under Regulation 36(3) of SEBI Listing Regulations forms part of the Notice of 33rd Annual General Meeting.

(iv) Declaration of independence

The Company has received necessary declaration from each Independent Director of the Company stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Based on the declarations received from the Directors, the Board confirms that the Independent Directors fulfill the conditions as specified under Schedule V of the Listing Regulations and are independent of the management. Independent Director have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations..

(v) Board evaluation

The Company has devised a framework for performance evaluation of Board, its committees and individual directors in terms of the provisions of the Act, SEBI Listing Regulations and the Nomination Policy of the Company.

During the year under review, the Board carried out the evaluation of its own performance and that of its committees and the individual directors. The performance evaluation of Non-Independent Directors and the Board as a whole was carried out by the Independent Directors.

The evaluation process consisted of structured questionnaires covering various aspects of the functioning of the Board and its committees, such as composition, experience and competencies, performance of specific duties and obligations, governance issues etc. The Board also carried out the evaluation of the performance of Individual Directors based on criteria such as contribution of the director at the meetings, strategic perspective or inputs regarding the growth and performance of the Company etc.

Further, pursuant to the applicable provisions of the Act, the performance evaluation criteria for the Independent Directors are disclosed in the Corporate Governance Report forming part of this Annual Report.

18. Key Managerial Personnel

The following Directors/Executives continued as KMPs of the Company during Fiscal 2020:

- Mr. Narender Kumar Makkar, Company Secretary
- Mr. Korde Tushar Deepak, Chief Executive Officer
- Mr. Gopal Krishna Mishra, Chief Finance Officer

19. Committees of the Board

(i) Audit Committee

Your Company has a duly constituted audit committee, with its composition, quorum, powers, role and scope in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. Details regarding the composition of the Audit Committee alongwith the dates of meeting and the Terms of Reference of the Committee, is disclosed in the Corporate Governance Report forming part of this Annual Report.

For the year under review, all the recommendations made by the Audit Committee to the Board, were duly accepted by the Board.

The Board has, on recommendation of its audit committee, duly adopted a Vigil Mechanism/ Whistle Blower Policy and the details of which are provided in the Corporate Governance Report forming part of this Annual Report. Adequate safeguards are provided against victimisation to those who avail of the mechanism and direct access to the Chairperson of the audit committee is provided to them. The details of establishment of vigil mechanism is also available on the website of the Company i.e. www.phoenixindia.com

(ii) Nomination and Remuneration Committee *("NRC")*

Your Company has a duly constituted NRC, with its composition, quorum, powers, role and scope in accordance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. Details regarding the composition of the NRC alongwith the dates of meeting and the terms of reference of the committee are disclosed in the Corporate Governance Report forming part of this Annual Report.

Nomination Policy and Executive Remuneration Policy/Philosophy:-In terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Board of your Company had, on recommendation of the NRC, adopted a Nomination Policy, which inter alia enumerates the Company's policy on appointment of directors, KMP and senior management. Further, the Board has, on recommendation of NRC, also adopted a policy entailing Executive Remuneration Philosophy, which covers remuneration philosophy covering the directors, KMP, senior management and other employees of the Company.

Salient features of the aforesaid policies are as under:

(a) Nomination Policy

The Nomination Policy is enacted mainly to deal with the following matters, falling within the scope of the NRC:

- To institute processes which enable the identification of individuals who are qualified to become directors and who may be appointed as key managerial personnel and/or in senior management and recommend to the Board of Directors their appointment and removal from time to time;
- To devise a policy on board diversity;
- To review and implement the succession and development plans for managing director, executive directors and officers forming part of senior management;
- To formulate the criteria for determining qualifications, positive attributes and independence of directors;
- To establish evaluation criteria of board, its committees and each director.

(iii) Risk Management and Sustainability Committee *("RMSC")*

Your Company has a duly constituted RMSC, which is inter alia entrusted with the responsibility of monitoring and reviewing the risk management plan and the cyber security of the Company and such other functions as may be delegated by the Board from time to time.

On March 11, 2020, the Risk Management Committee of the Board of Directors was renamed as the 'Risk Management and Sustainability Committee' to reflect its scope more accurately.

The composition, quorum, powers, role and scope of the RMSC are in accordance with the applicable provisions of the Act and Regulation 21 of the SEBI Listing Regulations. Details regarding the composition of the RMSC alongwith the dates of meeting and the terms of reference of the committee are disclosed in the Corporate Governance Report forming part of this Annual Report. Mr. Paruvatharayil Mathai Alexander, Director of the Company, is also the Chief Risk Officer of your Company.

Risk Management Policy

Your Company has framed and implemented a Risk Management Policy in terms of the provisions of Regulation 17 of the SEBI Listing Regulations, for the assessment and minimisation of risk, including identification therein of elements of risk, if any, which may threaten the existence of the Company.

The policy is reviewed periodically by the RMSC, alongwith the key risks and related mitigation plans.

More details on risks and threats have been disclosed hereinabove, as part of the Management Discussion and Analysis.

Further, in view of the ever increasing size and complexity of the business operations, your Company is exposed to various risks emanating from frauds. Accordingly, the Board has, on recommendation of the Audit Committee, also adopted an Anti-

Fraud Policy and a Whistle Blower Policy, to put in place, a system for detecting and/or preventing and/or deterring and/or controlling the occurrence of frauds.

(iv) Corporate Social Responsibility Committee *("CSR committee")*

Your Company has a duly constituted CSR committee, with its composition, quorum, powers, role and scope in accordance with Section 135 of the Act. Details regarding the composition of the CSR committee alongwith the dates of meeting and the terms of reference of the committee are disclosed in the Corporate Governance Report forming part of this Annual Report.

Corporate Social Responsibility Policy ("CSR Policy")

The Board has, pursuant to the recommendation of the CSR Committee, with a vision "to actively contribute to the social and economic development of the communities in which your Company operates and in doing so, build a better, sustainable way of life for the weaker Sections of society and raise the country's human development index", adopted a CSR Policy.

The scope of the CSR Policy is as under:

i. Planning Project or programmes which the Company plans to undertake falling within the purview of Schedule VII of the Act;

ii. Monitoring process of such project or programmes.

The CSR Policy of the Company inter alia includes the process to be implemented with respect to the identification of projects and philosophy of the Company, alongwith key endeavours and goals

(v) Stakeholders Relationship Committee ("SRC")

Your Company has a duly constituted SRC, with its composition, quorum, powers, role and scope in accordance with in accordance with Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. Details regarding the composition, quorum, powers, role and scope of the SRC alongwith the dates of meeting are disclosed in the Corporate Governance Report forming part of this Annual Report.

The Committee specifically looks into interest of shareholders, debenture holders and other security holders. It periodically reviews the status of shareholder grievances and redressal of the same.

Mr. Jitender Kumar Panchria, Independent Director of the Company, is responsible for the Redressal of grievances of the shareholders, debenture holders and other security holders.

20. Number of meetings of the Board of Directors

The Board of your Company met 5 times during the financial year ended 31.03.2020, the details of which are given in the Corporate Governance Report that forms the part of this Annual Report.

21. Particulars of loans, guarantees or investments under section 186

The details of Loans, Guarantees or Investments made under Section 186 of the Act during the year are given below:

Description	Phoenix Cement Limited	Phoenix Industries Limited
Advance Revocable	187.24	2294.08
Investment in Shares	4,19,53,510 (Nos)	84,32,300 (Nos)
	1,308.47	2,290.03
Other Advance	-	-

22. Particulars of contracts or arrangements with related parties:

All Related Party Transactions that were entered into during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have an potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. The policy on dealing with the Related Party Transactions intends to ensure that proper reporting, approval and disclosure process are in place for all transactions between the company and Related Parties. This policy specifically deals with the review and approval of Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length.

The Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies Account) Rules,2014 is set out as **Annexure-2** to this report

23. PARTICULARS OF EMPLOYEES

The information on employees who were in receipt of remuneration of not less than Rs.60 lakhs during the year or Rs.5 lakhs per month during any part of the said year as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as the same is not applicable to the Company. Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with rule 5(1)of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are Annexed to the report as **Annexure-5**

24. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board to the best of their knowledge and ability confirm that:—

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

d) 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
e) irregularities;
f) the directors had prepared the annual accounts on a going concern basis; and
g) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
h) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such
i) systems were adequate and operating effectively.

25. Certificate from Company Secretary in Practice

A certificate from a company secretary in practice has been obtained that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

26. Certificate on Corporate Governance Report

A separate section on Corporate Governance forming part of the Board' Report along with the Certificate from the Auditors of the Company confirming compliance of Corporate Governance norms as stipulated in Regulation 34 of the SEBI Listing Regulations is included in the Annual Report **(ANNEXURE-8)**

27. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors
Phoenix International Limited

	Sd/-	**Sd/-**
Place: New Delhi	Narender Kumar Makkar	Paruvatharayil Mathai Alexander
Date: 01/09/2020	**Director**	**Chairman**
	(DIN-00026857)	**(DIN-00050022)**

CHAIRMAN AND DIRECTOR CERTIFICATION

We, Paruvatharayil Mathai Alexander, Chairman and Narender Kumar Makkar, Director certify to the Board that:
We have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2020, and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
(a) 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.
(b) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and 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.
(c) We have indicated to the auditors and the Audit committee:-
(i) significant changes, if any, in internal control over financial reporting during the year:
(ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements:
(iii) 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.

For and on behalf of the Board of Directors
Phoenix International Limited

	Sd/-	**Sd/-**
Place: New Delhi	Narender Kumar Makkar	Paruvatharayil Mathai Alexander
Date: 01/09/2020	**Director**	**Chairman**
	(DIN-00026857)	**(DIN-00050022)**

REPORT ON CORPORATE GOVERNANCE

(1) CORPORATE GOVERNANCE:

Sound Corporate Governance practices are guided by culture, conscience and mindset of an organization and are based on Principles of openness, fairness, professionalism, transparency and accountability with an aim to building confidence of its various stakeholders and paving way for its long-term success. In Phoenix International Limited, Corporate Governance is defined as a systematic process by which companies are directed and controlled keeping in mind the long-term interests of all their stakeholders. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its stakeholders including society at large. Corporate Governance has indeed assumed greater significance as the world has moved towards closer integration and free trade.

COMPANY'S PHILOSOPHY ON GOVERNANCE:

Your Company's philosophy on the Corporate Governance is founded upon a rich legacy of fair and transparent governance Practices which are essentially aimed at ensuring transparency in all dealings and hence seeks to focus on enhancement of Long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. Your Company has continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies and prudent business plans, thereby ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities. The Company's comprehensive written code of conduct serves as a guide for your company and its employees on the standards of values, ethics and business principles, which should govern their conduct. Your company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. Even in a fiercely competitive business environment that the Company is operating in, the management and employees of your Company are committed to uphold the core values of transparency, integrity, honesty and accountability, which are fundamental to the Company and for achieving Corporate Excellence.

CORPORATE GOVERNANCE PRACTICES:

The Company's Corporate Governance practices seek to go beyond the regulatory requirements and with a view to ensuring Commitment to transparent, law abiding behavior and good Corporate Governance, the Company has put in place the following practices:-

a) Code of Conduct:

The Company's Code of Conduct is based on the principle that business should be conducted in a professional manner with Honesty, integrity and law abiding behavior and thereby enhancing the reputation of the Company. The Code ensures lawful and ethical conduct in all affairs and dealings of the Company.

b) Business Policies:

The Business Policies of Company ensures transparency and accountability to its stakeholders. The policies provide motivation and support for professional development of employees, fair market practices and high level of integrity in financial reporting. The policies recognize Corporate Social Responsibility of the Company and also seek to promote health, safety and quality of environment.

c) Prohibition of Insider Trading:

The Code on prevention of Insider Trading, which applies to the Board Members and all officers and employees, seeks to Prohibit trading in the securities of the Company based on unpublished price sensitive information. Trading window remains closed so long unpublished price sensitive information is not made public.

d) Risk Management:

The Company has developed and implemented a comprehensive risk management policy for risk identification, assessment and minimization procedure. The risk management procedures are clearly defined and periodically reviewed by the Board of Directors with a view to strengthening the risk management framework and to continuously review and reassess the risk that the Company may confront with.

e) Environment Policy:

The Company is committed to conducting its business in a manner that values the environment and helps to ensure the safety and health of all its employees and society at large. The policy is aimed towards strengthening pollution prevention and control measures.

f) Equal Employment Opportunity:

The employment policy of the Company assure that there shall be no discrimination or harassment against an employee or Applicant on the grounds of race, color, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws and regulations. The policy also ensures fair and respectful treatment of all fellow employees.

g) Disclosure Policy

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website. The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

h) Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents. A brief report on Corporate Governance for the year ended on 31st March 2020 is given below:

(2) Board of Directors

(A) Composition and Category of Directors

The Board of Directors comprises of 5 Directors as on 31st March, 2020, which includes one executive director, and four non executive directors including 1 woman director. All the Independent Directors have confirmed that they meet the 'independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussions and consideration at the Board Meetings. The Board reviews the declaration made by the Company Secretary regarding compliance with all applicable laws on a quarterly basis as also steps taken to remediate instances of non-compliance, if any. All the agenda papers for the Board and Committee meetings are disseminated physically. The composition of Board of Directors, their attendance at Board Meetings during the year ended 31st March 2020, the last Annual General Meeting and their Directorships/Committee Memberships in other Companies as on 31st March 2020 is as follows:

(B) Details of Meeting of Board of Directors held during the year ended on 31st March, 2020

Name of the Directors	Category	No. of Board Meetings held during tenure	No. of Board Meetings Attended	Attendance atlast AGM	No. of other Directorships in other Companies	As Member in Committees of other Companies	As Chairman in Committees of Other Companies
Mr.Narendra Agarwal **DIN-00027347**	Non Executive and Independent Director	5	5	YES	11*	2	NIL
Mr. Narender Kumar Makkar DIN-00026857	Executive Director	5	5	YES	9**	4	NIL
Mr. Paruvatharayil Mathai. Alexander, DIN-00050022	Non Executive Director	5	5	YES	13***	4	NIL
Mrs. Rekha Mittal DIN-01852431 **Resigned on 13.08.2019**	Non Executive and Independent Women Director	5	2	NO	NIL	2	NIL
Mrs. Pushpa Joshi DIN-08603929 **Appointed on 13.11.2019**	Non Executive and Independent Women Director	5	2	NO	NIL	2	NIL
Mr. Jitendra Pancharia DIN-07684263	Non Executive and Independent Director	5	5	YES	NIL	1	NIL

* Out of them 1 Directorships are in Private Limited Companies

** Out of them 3 Directorships are in Private Limited Companies

*** Out of them 4 Directorships are in Private Limited Companies

Notes:

1. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a Member of more than ten committees or Chairman of more than five committees across all the public companies in which he/she is a director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2019 have been made by the Directors. None of the Directors are related to each other.
2. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
3. Other directorships do not include directorships of Private Limited Companies, Foreign Companies and Companies under Section8 of the Act. Chairmanships/ Memberships of the Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
4. The Company has proper systems to enable the Board of Directors to periodically review compliance reports of all laws applicable to the Company.
5. During the year 2019-2020, information as mentioned in Schedule II Part A of the SEBI Listing Regulations has been placed before the Board for its consideration.

(C) Details of Meetings of Board of Directors held during the year

Date of Board Meetings	No. of Directors Present
13.06.2019	5
13.11.2019	5
30.11.2019	5
12.02.2020	5

The maximum time gap between any two meetings did not exceed four calendar months.

Annual Independent Directors Meeting:

During the year under review, an annual Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on 31.03.2020, wherein all Independent Directors were present, to review the performance of the Non-Independent Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole. The Non- Independent Directors did not take part in the meeting.

Board Effectiveness Evaluation:

Pursuant to the provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted during the year. For details pertaining to the same kindly refer to the Board's Report.

Familiarization Programme:

Kindly refer to the Company's website for details of the familiarization programme for Independent Directors in respect of their roles ,rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

Information to the Board

The Company holds at least Five board meetings in a year with at least one meeting in each quarter to review the quarterly financial results. The maximum gap between two board meetings is not more than four months. Agenda papers are circulated to the Board members well in advance. In addition to the specific matters which are taken at the Board meetings, the following information is also placed before the Board for its review:

- Annual Operating Plans and Capital budget and any updates in connection therewith.
- Minutes of the meetings of the Audit Committee and all other committees of the Board.
- Terms of reference of the Committees of the Board.
- Statutory Compliance Certificate.
- Information on appointment and resignation of senior officers of the Company.
- Show cause, demand, persecution notices and penalty notices of material importance.
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of
- Sale of a material nature, of investments and/or assets, which are not in the normal course of business.
- Any issue involving possible public or product liability claims of a substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company.

(D) Details of Directors seeking re-appointment at the ensuing Annual General Meeting

In respect of Directors seeking appointment or re-appointment, the relevant information, like brief resume of the Directors, nature of their expertise in specific, functional areas and names of the Companies in which they hold Directorship and Membership of any Committee of the Board is given as annexure to this report.

(3) (A) Audit Committee

The Company has an Audit Committee and the terms of reference are in conformity with the powers as stipulated in Regulation 18of the SEBI Listing Regulations read with Section 177 of the Act.

The following were the members of the Committee during the year 2019-20

(A) Mr. Narender Kumar Makkar	Member	Director
(B) Mr. Jitendra Pancharia	Chairman	Independent Director
(C) Mrs. Rekha Mittal	Member	Independent Director (Resigned on 13.08.2019)
(D) Mrs. Pushpa Joshi	Member	Independent Director (Appointed on 13.11.2019)

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee.

(B) Terms of Reference

The role of the Audit Committee of the Company include the following:;

1. 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.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:-
    a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (d) of sub section 3 of Section 134 of the Companies Act, 2013.
    b) Changes, if any, in accounting policies and practices and reasons for the same.
    c) Major accounting entries involving estimates based on the exercise of judgment by management.
    d) Significant adjustments made in the financial statements arising out of audit findings.
    e) Compliance with listing and other legal requirements relating to financial statements.
    f) Disclosure of any related party transactions.
    g) Qualifications regarding audit reports.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control Systems.
7. 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.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing, the finding 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.
10. 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.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in Case of nonpayment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as required.

The Auditors and the Key Managerial Personnel have a right to be heard in the meetings of the Audit Committee when it considers the Auditor's Report. The Audit Committee is also empowered, pursuant to its terms of reference, Investigate any activity within its terms of reference and to seek any information it requires from any employee.

a) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the Company.
b) Discuss any related issues with the internal and statutory auditors and the management of the Company.
c) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
d) Approve subsequent modification of transactions of the Company with related parties.
e) Discussion with the 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.
f) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors.
g) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
h) Oversee the vigil mechanism/whistle blower policy of the Company.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- 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.
- The appointment, removal and terms of remuneration of the chief internal auditor.

Whenever applicable, monitoring end use of funds raised through public issues, right issues, preferential issues by major category (capital expenditure, sales and marketing, working capital etc.), shall form a part of the quarterly declaration of financial results. In addition, the Audit Committee of the Board is also empowered to review the financial statements, in particular, the investments made by the unlisted subsidiary companies, in view of the requirements under Regulation 24 of the SEBI Listing Regulations.

No person has been denied access to the Committee. The minutes of the meetings of the Board of Directors of the unlisted subsidiary companies are periodically placed before the meeting of the Audit Committee of the Board of Directors of the Company.

(C) Meeting and Attendance during the year

Four meetings of the Committee were held during the year on 26.05.2019, 13.08.2019, 13.11.2019, 12.02.2020.

The attendance particulars are as follows:

Name of the Director	Position held	Meeting	
		Held	Attended
Mr. Jitendra Pancharia	Chairman	4	4
Mr. Narender Kumar Makkar	Member	4	4
Mrs. Rekha Mittal	Member	2	2
Mrs. Pushpa Joshi	Member	2	2

• Members of the Audit Committee are eminent persons in their fields having expertise in Finance and Accounting. Legal and Commercial

4. Nomination and Remuneration Committee

Composition: The Company has a Nomination and Remuneration Committee which comprises of three members, all are Non-Executive Independent Directors.

- Mr. Paruvatharayil Mathai. Alexander,
- Mr. Jitendra Kumar Pancharia, Chairman
- Mr.Narendra Aggarwal
- Mrs. Pushpa Joshi,

Mr. Narender Kumar Makkar, the Company Secretary, acts as Secretary of the Committee.

The terms of reference are in conformity with the provisions of Regulation 19 of the SEBI Listing Regulations, read with Section 178of the Act.

The role of the Committee inter alia includes the following:

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments/ removals where necessary.
- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the
- Board a policy relating to the remuneration of directors, key managerial personnel and other employees.
- Evaluate the performance of independent directors and the board of directors and to decide whether to continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Devise a policy on Board diversity.

In accordance with the recommendation of the Committee, the Company has since formulated a Remuneration Policy for directors, key managerial personnel and other employees of the Company. The Committee is responsible for recommending the fixation and periodic revision of remuneration of the Managing Director. The Committee also decides on payment of commission to non-executive Directors and other senior managerial personnel. The performance evaluation criteria for non-executive including independent directors laid down by Committee and taken on record by the Board includes

a) Attendance and participation in the Meetings.
b) Preparedness for the Meetings.
c) Understanding of the Company and the external environment in which it operates and contributes to strategic direction.
d) Raising of valid concerns to the Board and constructive contribution to issues and active participation at meetings.
e) Engaging with and challenging the management team without being confrontational or obstructionist.

The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the Directors who are subject to evaluation had not participated.

Meetings:

Two meetings of Nomination and Remuneration Committee were held on 26.05.2019 and 12.02.2020 during the year. Attendance at meeting during the year is as under.

Sr. No.	DIRECTOR	NO. OF MEETINGS HELD DURING TENURE	NO. OF MEETINGS ATTENDED
1	Mr. P.M. Alexander	2	2
2	Mr. Jitender Kumar Pancharia	2	2
3	Mrs. Rekha Mittal (Resigned on 13.08.2019)	2	1
4	Mrs. Pushpa Joshi (Appointed on 13.11.2019)	2	1

Remuneration to Directors

The details of the remuneration paid or payable to the Non- Executive Directors and the Executive Director have been given below.

(a)

Sr. No.	Name	Designation	All elements of Remuneration Package i.e. Salary benefits bonus, pension etc.
1	Mr. Narender Kumar Makkar	Director & Company Secretary	2.56 Lacs

(b)

Sr. No.	Name	Designation	Sitting Fees
1.	Mr. Jitender Pancharia	Non-Executive Independent Director	1,00,000
2.	Mrs. Rekha Mittal (Resigned on (13.08.2019)	Non-Executive Independent Director	10,000
3.	Mrs. Pushpa Joshi (Appointed on 13.11.2019)	Non-Executive Independent Director	60,000

No commission were paid to the Non- Executive Directors during the year ended 31st March, 2020.

(5) Stakeholders Relationship Committee (formerly termed as Share Transfer and Shareholders' /Investors' Grievance Committee)

Terms of Reference

The Company has a Stakeholders' Relationship Committee and the terms of reference of the Stakeholders' Relationship Committee are in conformity with the provisions of Regulation 20 of the SEBI Listing Regulations, read with Section 178 of the Act. The Stakeholders 'Relationship Committee specifically looks into the redressal of grievances of shareholders and

other security holders such as transfer transmission of shares, issue of duplicate share certificates, recording dematerialization /rematerialisation of shares, non-receipt of Annual Report, non-receipt of declared dividends and other related matters.

Composition: The following were the members of the Committee during the year.

(A) Mr. Jitender Kumar Pancharia - Chairman
(B) Mr. Narender Kumar Makkar - Member
(C) Mr. P. M. Alexander - Member

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee and is also the Compliance Officer.

The Stakeholders' Relationship Committee of the Board of Directors meets at regular intervals and specifically looks into Redressal of grievances of shareholders and other security holders.

During the financial year, 4 meetings of the committee were held on the following dates;

01/04/2019, 15/04/2019, 17/06/2019, 27/08/2019

Name and designation of Compliance Officer: Mr. Narender Makkar, Company Secretary

Status of Shareholders' Complaints:

The number of complaints received during the year ended on 31st March, 2018 were 05 (Five), resolved during the year ended on 31st March, 2020 were 5 and there were none pending as at the end of the financial year.

(6) Risk Management Committee

Constitution

The Company has an Risk Management Committee and the terms of reference are in conformity with the powers as stipulated in Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Act.

The following were the members of the Committee during the year 2019-20

(A) Mr. Narender Kumar Makkar	Member	Director
(B) Mr. Jitendra Kumar Pancharia	Member	Independent Director
(C) Mr. Paruvatharayil Mathai. Alexander	Chairman	Director

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee.

Business Risk Management Policy

Your Company recognizes that risk is an integral part of business and is committed to managing the risk in a proactive and efficient manner. Your Company periodically assesses risk in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans strategy. The Internal Audit Department facilitates the execution of Risk Management Practices in the Company in the areas of risk identification, assessment, monitoring, mitigation and reporting. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment & management procedures and status.

The Company has policy to hedge most of the payments of currency in order to reduce risk of volatile international market of foreign exchange. All properties including building, plant, furniture, fixture, stock and stock in transit of the Company have been properly insured against all kinds of risks.

Independent Directors Meeting

During the year under review the Independent Directors met on 31.03.2020 interalia to review the performance of non independent directors including that of the Chairman taking into account the views of the executive and non – executive directors; assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters.

(6) General Body Meetings

(A) The venue date and time of the last 3 Annual General Meetings were as follows;

Date & Time	Location
30th September, 2017 at 10:00 a.m.	Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003
28th September, 2018 at 10:00 a.m.	Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003
28th September, 2019 at 10:00 a.m.	Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003

(7) Disclosure

i. There were no materially significant related party transaction i.e transactions of the Company of material nature with its promoters, Directors or the Management, their relatives or subsidiaries etc which conflict with the interests of the Company.

II. Disclosure by Senior Management in accordance with Regulation 26(5) of the SEBI Listing Regulations:
The Senior Management of the Company has confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered into with the Company that may have a potential conflict with the interests of the Company at large.

iii. Disclosures on Compliance of Law :
The Company has complied with the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties or strictures were imposed by SEBI, Stock Exchanges, or any statutory authorities on any matter related to capital markets during the last three years.

iv. Vigil Mechanism / Whistle Blower Mechanism: - The Company promotes ethical behaviour in all its business activities and has put in place mechanism of the reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified person. The reports received from any employee will be reviewed by the Ethics Office and the Corporate Governance and Stakeholders Relationship Committee. The Directors and Senior Management are obliged to maintain confidentially of such report and ensure that the whistle blowers are not subjected to any discriminatory practices.

v. Code for Prevention of Insider Trading Practices In compliance with the SEBI Regulation on Prevention of Insider Trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, as per the Code.

vi. Details of compliance with mandatory requirements and adoption of non mandatory requirements. All mandatory requirements have been complied with and the non-mandatory requirements are dealt with at the end of the Report.

vii. Commodity price risk or foreign exchange risk and hedging activities

Term of reference of the Committee	Composition	Frequency of Meetings
1. To take protective measures of hedge forex	1 Mr. Jitender Pancharia, Independent Director 2 Mr. P.M Alexander, Member 3 Mr, Narendra Aggarwal, Member	**26.05.2019, 13.11.2019, 13.02.2019**

2. To decide on all matters related to Commodities hedging and to take protective measures to hedge commodity price Fluctuations

viii. **Code of Conduct**

A new code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel which suitably incorporates the duties of Independent Directors as laid down in the Act, has been adopted by the Board, in supersession of the earlier one, to bring it in line with the SEBI Listing Regulations. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Director in terms of SEBI Listing Regulations forms a part of this Annual Report.

There are no pecuniary relationships or transactions with the Non-Executive Directors other than sitting fees paid to them.

ix. **CEO and CFO Certification**

The Company Secretary of the Company give quarterly/annual certification of financial reporting and internal controls to the Board in terms of regulation 17(8) and 33(2) of the SEBI (Listing Obligation and requirement), Regulation 2015

(8) Means of Communication

i.	**Quarterly Result**	Un-audited Quarterly and yearly results have been published.
ii.	**Whether the website also displays official**	Website has been developed and is active. Notice of Annual General Meeting along the Annual Report is being sent to each shareholders well within time Frame.
iii.	**Newspaper where audited Financial results, unaudited quarterly and yearly results are published**	Financial Chronical Delhi English &Jansatta Hindi Edition
iv.	**Whether Management Discussion and Analysis is a part of Annual Report or not.**	YES
v.	**Annual Report**	Annual Report containing, inter alia, audited Annual Accounts, consolidated Financial Statements, Directors Report, Auditors Report and other important information is circulated to mebers and other entitled thereto.

(9) Subsidiary Monitoring Framework

All the subsidiary companies of the Company are Board managed with their Boards of Directors having the rights and obligations to manage such companies in the best interest of their Shareholders. As a majority shareholder, the Company nominates its representatives on the Boards of subsidiary companies and monitors the performance of such companies inter alia, by the following means

a) Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
b) All minute of the meetings of subsidiary companies are placed before the Company's Board regularly.
c) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Indian Footwear Industry has demonstrated exponential growth and continues to take advantage of the favourable current economic climate to further leverage growth opportunities. The Government has acted as an important catalyst in bringing greater investment tothis sector and has granted fiscal relief and incentives to augment production and exports. Innovation continues to be the focal point inyour Company's manufacturing, sales, marketing and various brand-building efforts.The company has manufacturing facility of shoes uppers at Chennai and achieved a turnover of Rs4298.12 Lacs during the current yearas compared to Rs. 4250.50 Lacs during the previous year.Your Company is always striving to create a favorable work environment with the available resources at its command and is doing itsbest to retain the available talents within the company. The Company is having expertise in the product line in which it has been operating. The Company in the past was a continuously profit earning and dividend paying Company.

Your company is well aware of the opportunities, threats and risks involved in the business and it takes every effort to convert the threats and risks into opportunities. Your Company annually reviews "risk maps" to help identify potential business threats. The capability of these risk mitigation plans, developed to redress identified threats, is honed to protect the interests of all Shareholders. Crisis management plans are well documented. The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized and reported correctly.

(11) General Shareholder Information

(a) Annual General Meeting :- Date & Time : 30/09/2020 at 11:00 A.M. Through VC OR Audio Visual

(b) Financial Calendar: ending March 31 :- (Tentative)

Financial Results for the Quarter Ended:

30th June, 2020	On or before 13th August, 2020,
30th September, 2020	On or before 14th November, 2020,
31st December, 2020	On or before 14th February, 2021
31st March, 2021	On or before 30th May, 2021

(c) Date of book Closure 23.09.2021 TO 30th September, 2021

Listing on Stock Exchanges:

The shares of the Company are listed on the following stock exchanges:

S. No. STOCK EXCHANGE ADDRESS

(a) BSE Limited The Bombay Stock Exchange, Phiroze Jeejeebhoy Tower, 25th Floor, Dalal Street, Mumbai- 400 001

The Company has paid Annual Listing Fees for the Financial Year 2020-2021 to Stock Exchanges.

(d) Stock Exchange Code at BSE : 526481

Stock Market Data: Highest & Lowest during each month in last financial year from April, 2019 to March, 2020 on Bombay Stock Exchange.

YEAR	MONTH	HIGHEST PRICE	LOWEST PRICE
2019	April	16.2	14.05
2019	May	16.05	14.06
2019	June	16.85	14
2019	July	15.55	13.1
2019	August	15	12
2019	September	15.64	12.25
2019	October	15.49	11.75
2019	November	15.59	11.9
2019	December	13.59	11.21
2020	January	15.32	11.13
2020	February	13.55	11.02
2020	March	12.5	7.59

(e) Share Transfer System:

The Board has out sourced share transfer function to M/s Mas Services Limited, which is registered with SEBI as a Category-I Registrar and Transfer Agent During the year under review, the share transfers were processed within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. RTA of your Company ensured compliance with all the procedural requirements with respect to transfer, transmission and transposition of shares and formalities with respect to name deletion, sub-division, consolidation, renewal, exchange and endorsement of share certificates. Further, as stipulated under Regulation 40(9) of the SEBI Listing Regulations, the RTA also obtained half-yearly certificates in that regard from M/s. Balika Sharma & Associates, Company Secretaries and the same were duly filed with the stock exchanges.

SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / it's RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. However, investors are not barred from holding shares in physical form. Transfers in electronic form are much simpler and quicker as the shareholders

have to approach their respective depository participants and the transfers are processed by NSDL/ CDSL, as the case may be, with no requirement of any separate communication to be made to the Company.

(f) Reconciliation of share capital audit:

As stipulated under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, as amended, M/s. Balika Sharma & Associates, Company Secretaries, carry out a quarterly audit for the purpose of reconciliation of the total issued capital, listed capital and the capital held by the depositories in dematerialized form, the details of changes in the share capital during each quarter and the in-principle approval pending from stock exchanges with respect to such further issued capital, if any.

Further, an audit report issued in that regard is submitted to the stock exchanges, NSDL and CDSL on quarterly basis and the same is also placed before the Board.

(g) Investor service and grievance handling mechanism:

A robust mechanism is established by your Company which ensures efficient service to the investors, pro-active handling of investor correspondences and Redressal of grievances in an expeditious manner. This mechanism is handled by the Compliance Officer of your Company and the RTA..

Quarterly review by the Board and Audit Committee

The Board of your Company and its Audit Committee review the status of investor complaints on a quarterly basis.

Six-monthly/annual review by the Stakeholders Relationship Committee *("SRC")*

SRC has been constituted specifically to look into various aspects of interest of Shareholders; The SRC meets once/twice in a year to deliberate on various matters with respect to stakeholders of the Company.

Details of complaints received during the financial year 2019-20 alongwith their status as on March 31, 2020, have been disclosed separately in the Corporate Governance Report forming part of this Annual Report.

(h) Dematerialization of Shares:

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the shareholders should open a demat account with a Depository Participant (DP). He/She is required to submit a Demat Request Form duly filled up along with the share certificates to his/her DP. The DP will allocate a demat request number and shall forward the request physically as well as electronically, through NSDL/CDSL, to the Registrar and Share Transfer Agent. On receipt of the Demat request both physically and electronically and after verification, the shares are dematerialised and an electronic credit of shares is given in the account of the shareholder. The Company has entered into agreement with NSDL and CDSL for the purpose. The Company ISIN No. is INE245B01011.

(i) Distribution of Shareholding as on 31st March, 2020

Shareholding of Nominal Value (rs.10.00`)

NO OF SH HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS	NO OF SHARE	AMOUNT IN RS	% TO TOTAL
7581	90.552	1 TO 5000	1358973	13589730	8.094
443	5.291	5001 TO 10000	357563	3575630	2.13
146	1.744	10001 TO 20000	224477	2244770	1.337
66	0.788	20001 TO 30000	171019	1710190	1.019
21	0.251	30001 TO 40000	73724	737240	0.439
32	0.382	40001 TO 50000	149350	1493500	0.89
37	0.442	50001 TO 100000	272206	2722060	1.621
46	0.549	100001 AND ABOVE	14182248	141822480	84.471
8372	**100**	**TOTAL**	**16789560**	**167895600**	**100**

(j) (ii) Shareholding Pattern as on 31st March, 2020

Category		No. of Shares held	Percentage of Shareholding
A.	**Promoter's Holding**		
1.	Promoters		
	- Indian Promoters	27,36,000	16.30
	- Foreign Promoters	-	Nil
2.	Persons acting in Concert	90,53,450	53.92
	Sub – Total	**1,17,89,450**	**70.22**
B.	**Non – Promoters Holding**		
3.	Institutional Investors a. Mutual Funds and UTI b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non – Government Institutions)		
C.	**FIIs**	**Nil**	**Nil**
	Sub – Total	**Nil**	**Nil**
4.	Others a. Corporate Bodies b. Indian Public c. NRI'S / OCB d. Any other (Please specify) Clearing Members	 550223 2578583 - 1871304	 3.28 15.36 - 11.15
	Sub-Total	**50,00,110**	**29.78**
	Grand Total	**1,67,89,560**	**100.00**

Dematerialisation of shares :

NSDL : 10290845
CDSL : 1022188
Physical : 5476527
TOTAL : 16789560
ISIN NO : ISIN245B01011.

(k) Registrar and Transfer Agent

Mas Services Limited, Address: T-34,2nd Floor, Okhla Industrial Area, Phase-II, New Delhi -110020

Telephone No : 26387281/82/83; Fax : 26387384; E-mail : info@masserv.com

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

Nil

(l) Plant Location

Phoenix International Ltd. No77/70A, Thiruneermalai Main Road, Nagalkeni, Chromepet, Chennai, Tamil Nadu India Pin - 600044

(m) Address for Correspondence

Phoenix International Limited, 3rd Floor, Gopala Tower, 25, Rajendra Place, New Delhi – 110008

Telephone : (91)(11)25747696; Fax : (91)(11)25751937; E-mail : narendermakkar@yahoo.com

(n) Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

(o) Details of mandatory requirement of Listing Regulations

Particulars	Regulation	No Complied Status
Independent director(s) have been appointed in terms of Specified criteria of 'independence' and/or 'eligibility	16(1)(b) & 25(6)	Complied with
Board composition	17(1)	Complied with
Meeting of Board of directors	17(2)	Complied with
Review of Compliance Report	17(3)	Complied with
Plans for orderly succession for appointments	17(4)	Complied with
Code of Conduct	17(5)	Complied with
Fees/compensation	17(6)	Complied with
Minimum Information	17(7)	Complied with
Compliance Certificate	17(8)	Complied with
Risk Assessment & Management	17(9)	Complied with
Performance Evaluation of Independent Director	17(10)	Complied with
Composition of Audit Committee	18(1)	Complied with
Meeting of Audit Committee	18(2)	Complied with
Composition of Nomination & Remuneration Committee	19(1) & (2)	Complied with
Composition of Stakeholder Relationship Committee	20(1) & (2)	Complied with
Vigil Mechanism	22	Complied with
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Complied with
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Maximum Directorship & Tenure	25(1) & (2)	Complied with
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA

NON MANDATORY REQUIREMENT

Non Mandatory Requirements will be implemented by the Company as and when required and/or deemed necessary by the Board. This Corporate Governance Report of the Company is in compliance with the requirements of the SEBI Listing Regulations.

For and on behalf of the Board
PHOENIX INTERNATIONAL LIMITED

	Sd/-	**Sd/-**
Place: New Delhi	NarendraKumar Makkar	Paruvatharayil .Mathai. Alexander
Date : 01.09.2020	**Director & Company Secretary**	**Chairman**
	DIN-00026857	DIN-00050022

CODE OF CONDUCT AND COMPLIANCE WITH THE CODE OF CONDUCT

"The Company's Board of Directors and Senior Management are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the need of investors and all other stakeholders as also reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in sprit."

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by Directors is given below:

We hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Company's Code of Business Conduct and Ethics for Directors and Senior Management Personnel for the financial year ended 31st March, 2020 in terms of the SEBI Listing Regulations.

For and on behalf of the Board
PHOENIX INTERNATIONAL LIMITED

	Sd/-	**Sd/-**
Place: New Delhi	**Narender Kumar Makkar**	**Paruvatharayil .Mathai. Alexander**
Date : 01.09.2020	**Director & Company Secretary**	**Chairman**
	DIN-00026857	DIN-00050022

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To,

THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Phoenix International Limited ("Company") for the year ended on March 31, 2020 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 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 Company's management. Our examination was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements and records 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015. .

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

For **M/s Pradip Bharadwaj & Co,**
Chartered Accountants
Place : New Delhi
Date : 31.07.2020 **(Pradip Bhardwaj)**
(Partner)
M. No. : 500219

Certification by CEO/CFO

The Board of Directors
Phoenix International Limited
3rd Floor, Gopala Tower, 25, Rajendra Place,
New Delhi-110008

Ref: **Certification by CEO/CFO for Financial Year 2019-2020**

We, the undersigned, in our respective capacities of PHOENIX INTERNATIONAL LIMITED ("the Company) to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the financial year 2019-2020 and that to the best of our knowledge and belief:
   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation 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 the 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 and/or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee, wherever applicable, the following:
   i. significant changes in internal control over financial reporting during the year;
   ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii. 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.

For PHOENIX INTERNATIONAL LIMITED

	Sd/-	**Sd/-**
Place: New Delhi	**Korde Tushar Deepak**	**Gopal Krishna Mishra**
Date: 01.09.2020	**Chief Executive Officer**	**Chief Finance**

Annexure 1

PURSUANT TO FIRST PROVISO TO SUB SECTION (3) OF SECTION 129 OF COMPANIES ACT, 2013 READ WITH RULE (5) OF COMPANIES (ACCOUNTS) RULES, 2014

Statement containing salient features of the financial statement of Subsidiaries / associate companies/joint ventures

Part "A": Subsidiaries

	Name of the subsidiary	Phoenix Industries Ltd	Phoenix Cement Ltd
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2020	31.03.2020
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3	Share capital (Rs.)	94,323,000	829,535,700
4	Reserves & surplus	228,765,355	557,059,388
5	Total assets	127,066,408	317,682,916
6	Total Liabilities	127,066,408	317,682,916
7	Investments	117,226,005	199,612,500
8	Turnover	404,237	NIL
9	Profit before taxation	(924,217)	(346,265)
10	Provision for taxation	NIL	NIL
11	Profit after taxation	(924,217)	(346,265)
12	Proposed Dividend	NIL	NIL
13	% of shareholding	89.40%	48.25%

Annexure 2

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3)of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm's length basis during the Financial Year 2018 -2019:

A	Name(s) of the related party and nature of relationship:	Not Applicable
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts / arrangements/transactions:	
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	
	Date(s) of approval by the Board:	
E	Amount paid as advances, if any:	
F	Date on which the special resolution was passed in general meeting as required under first	
G	proviso to section 188:	
	Date on which the special resolution was passed in general meeting as required under first	
H	proviso to section 188:	

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

A	Name(s) of the related party and nature of relationship:	Not Applicable
B	Nature of contracts/arrangements/transactions:	
C	Duration of the contracts / arrangements/transactions:	
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	
	Date(s) of approval by the Board, if any:	
E	Amount paid as advances, if any:	
F		

For and on behalf of the Board of Directors
Phoenix International Limited

Sd/- Sd/-

Narender Kumar Makkar — P M Alexander

Director & Company Secretary — **Director**

DIN – 00026857 — DIN - 00050022

Place: New Delhi
Date: 01.09.2020

ANNEXURE -3

(A) ENERGY CONSERVATION

Energy conservation is an ongoing process in your company. Your Company is committed to invest in the latest energy efficient technologies, to conserve energy on all location, plants and sites of the Company. As a part of Company's endeavor towards conservation of energy and prevention of energy wastage, constant improvements are undertaken in order to conserve energy on an ongoing basis.

a) The steps taken or impact on conservation of energy:

1) The energy conservation measures indication above has helped the company to restrict the impact of increase in the cost of energy thereby reducing the cost of production of goods. Your company has installed following equipment for energy conservation in manufacturing plants:-

- Servo motors on molding & cutting at manufacturing plants
- Variables frequency drive on air compressor
- Insulation of steam lines in the manufacturing plants
- Power analyzer in systems in manufacturing plants
- LED lights installed in manufacturing plants

2) The Company has started following initiatives at its manufacturing plants

- Company has been promoting awareness on regular basis on efficient use of electrical equipments like Air Conditioners, Lightings etc
- Regular analysis of electrical bills of three phase connections is made for improving power factor

b) The steps taken by company for utilizing sources of energy

In addition to various initiatives around energy efficiencies, the company is undertaking a pilot project to harness power by commissioning a solar unit in plants.

c) The Capital investment on energy conservation of energy:

During the year under review company has not made any capital investment for conservation of energy**.**

(B) TECHNOLOGY ABSORPTION

i) No further efforts were required for technology absorption

ii) The company is already deriving benefits with exiting technology

iii) No technology was imported or any expenditure were incurred in R & D during the year under review.

` ANNEXURE 4

Criteria for determining qualifications, positive attributes and independence of a director

The Board shall comprise of individuals who have demonstrated significant achievements in business, education, professions, financial sector and public service. They must have the requisite intelligence, education and experience to make a significant contribution to the deliberations of the Board of Directors.

I. **QUALIFICATION CRITERIA** The Nomination and Remuneration Committee of the Board (the "Committee") is responsible for evaluating the qualifications of each director candidate and of those directors who are to be nominated for election by shareholders at each annual general meeting, and for recommending duly qualified director nominees to the full Board for election. The overall ability and experience of individual candidates should determine their suitability. The qualification criteria set forth herein to describe the qualities and characteristics are desired for the Board as a whole and for Board members individually.

A. Director Qualification Review Procedure

The Board shall determine the director's qualifications to serve on the Board, upon the recommendation of the Committee, prior to nominating said director for election at the Company's next annual general meeting. In addition, with respect to each director candidate considered for election to the Board between annual meetings, prior to such election, the Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates for recommendation by the Board. The Director candidate shall be evaluated by the Committee as per the criteria set forth herein.

B. General Director Qualification Criteria

The Board has not established specific minimum age, education, years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values. In its evaluation, the Committee shall consider the Board size and composition of the Board according to the following guidelines: – With respect to Board composition as a whole and the Board Committees, the required number of directors who qualify as "independent" pursuant to applicable rules and the Independence Standards as per the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges (as may be amended from time to time) shall be maintained.

C. Additional Review Criteria

The Committee shall also consider the personal qualities of each director candidate to be able to make a substantial active contribution to Board deliberations. The director candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership. The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company. The Committee shall also consider its policies with respect to retirement age, change in employment status, as well as all other relevant facts and circumstances in making its recommendations to the Board.

II. INDEPENDENCE STANDARDS

The following would be the independence review procedure and criteria to assist the Committee evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

A. Independence Review Procedures

1. **Annual Review** The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.
2. **Individual Director Independence Determinations**
   If a director nominee is considered for appointment to the Board between annual general meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment. All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.
3. **Notice of Change of Independent Status**
   Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

ANNEXURE -5

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGEMENT PERSONNEL RULES, 2014

The percentage increase in remuneration of Director and Company Secretary during the financial year 2019–2020, ratio of the remuneration of each Director of the Company for the financial year 2019 – 2020 and comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:-

Sr.No	Name of the Director/ KMP and Designation	Remuneration of Director/KMP for the FY 2019 -2020	% increase in remuneration in the FY 2019 -2020	Ratio of Remuneration of each Director/ Employee	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Jitendra Pancharia Non Executive and Independent Director	NIL	NA	NA	NA
2.	Mr. Narendra Agarwal Non Executive and Non Independent Director	NIL	NA	NA	NA
3.	Mr. Narender Kumar Makkar Director	2.56 Lacs	NA	NA	NA
4.	Mr. P.M. Alexander Non Executive Director	NIL	NA	NA	NA
5.	Mrs. Pushpa Joshi Non Executive and Independent Director	NIL	NA	NA	NA
6.	Mr. Tushar Korde Chief Executive Officer	15,00,000	NA	NA	NA
7.	Mr. Gopal Krishna Mishra Chief Finance Officer	4,68,960	NA		

` ANNEXURE 6

BACKGROUND

Phoenix International Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 and Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall 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 senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
  the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- Such policy shall be disclosed in the Board's report.

BRIEF OVERVIEW OF THE REVISED CLAUSE 49 OF LISTING AGREEMENT

IV. Nomination and Remuneration Committee

A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

B. **The role of the committee shall, INTER-ALIA, include the following**:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

Formulation of criteria for evaluation of Independent Directors and the Board;

Devising a policy on Board diversity;

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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

PRESENT POSITION OF DIRECTORS and KMP OF THE COMPANY

- The Company has constituted a Nomination and Remuneration Committee of the Board of Directors (Board).
- At present there are total Five Directors on the Board of which four (4) are Non-Executive and Independent, and the remaining One (1) is Executive Director.

  Director draws remuneration from the Company.
- Key Managerial Personnel (KMP) consists of Director and Company Secretary who is employees.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- 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.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify 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 their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills. Their consumer durable / consumer Goods / FMCG industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and Clause 49 of Listing Agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the consumer durable / consumer Goods / FMCG industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and Clause 49 of the Listing Agreement as amended from time to time

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP and SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
  Responsibilities and duties;
  Time and efforts devoted;
  Value addition;
  Profitability of the Company and growth of its business;
  Analyzing each and every position and skills for fixing the remuneration yardstick;
  Standards for certain functions where there is a scarcity of qualified resources. Ensuring tax efficient remuneration structures.¬
  Ensuring that remuneration structure is simple and that the cost¬ to the Company (CTC) is not shown inflated and the effective take home remuneration is not low. Other criteria as may be applicable.¬
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary

ANNEXURE 7

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Phoenix International Limited
3rd Floor, Gopala tower, 25 Rajendra Place,
New Delhi - 110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s PHOENIX INTERNATIONAL LIMITED (CIN L74899DL1987PLC030092)** .(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/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 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 **M/s Phoenix International Limited** for the financial year ended on 31st March, 2020according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to 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 (Listing Obligation and Disclosure Requirements) Regulations, 2018 as amended from time to time.
    (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable during the audit period.**
    (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (d) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018. – **Not Applicable during the audit period.**
    (e) The Securities and Exchange Board of India (share Based Employee Benefits) Regulations, 2014;
    (f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008 – **Not Applicable during the Audit Period**
    (g) The Securities and Exchange board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable during the Audit period**
    (h) The Securities and Exchange board of India (Prohibition of Insider Trading) Regulation, 2015;
    (i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
    (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018;
(vi) As informed and certify by the Management of the company, there are no other laws which are specifically applicable to the company based on their sector/ industry.
(vii) We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Stock Exchange in India.
(viii) We have relied on the Representation made by the Company and its officers for systems and mechanism formed by Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations the company for compliances under other applicable Acts, Laws and Regulations to the, Standards is the responsibly of the Management. Our examination was limited to the verification of procedure on test basis.
(ix) In case of Direct and Indirect Tax laws like Income Tax Act, Service Tax Act, excise & Custom Acts we have relied on the report given by the statutory Auditors of the company.
(x) We have also examined compliance with applicable clauses of the Following :
    a. Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
    b. The Listing Agreements entered into by the Company with Bombay Stock Exchange with the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 made effective from 1st December, 2015 (SEBI LODR Regulations)

During the period under report, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

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.

We further report that the Company has given a confirmation along with relevant document pertaining to appointment of Mr. Narender Kumar Makkar as Executive director and also confirmed that he is getting the remuneration only in the capacity of Executive Directors.

Adequate notice was 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.

Majority decision is carried through while the dissenting members views, if any are captured and recorded as part of the minutes.

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. The Company has not filled the consolidated financials with ROC for FY 2019-2020.

For **Shalu Singhal & Co.**
(Practising Company Secretary)
Sd/-
Shalu Singhal Date : 31.07.2020
Properitor Place : New Delhi

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.

'Annexure A'

To

The Members,

Phoenix International Limited

3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi – 110008

Sir,

Our Secretarial Audit report for the financial year 2019-2020 of even date is to be read along with this letter.

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

2) 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 process and practices, we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records, labour law records, personal records of employee(s) and Books of Accounts of the company as these don not fall under specific applicable laws.

4) Whenever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5) The Compliance of the provisions of corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

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

For **Shalu Singhal & Co.**
(Practising Company Secretaries)
Sd/-
Shalu Singhal
Properitor
Date: 31.07.2020

Place : New Delhi

ANNEXURE -8

INDEPENDENCE AUDITOR'S CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members
Phoenix International Limited,

1. The Corporate Governance Report prepared by Phoenix International limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock exchange and for sending to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors is responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on reports or certificates for special purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on reports or certificates for special purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the company and obtained necessary representations and declarations from directors including independent directors of the company.

7. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 5 and 6 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 1 above.

Other Matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Place: New Delhi
Date: 01.09.2020

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C
Sd/-
Per**Pradip Bhardwaj**
Partner
M.No: 500219

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Phoenix International Limited.

Opinion

We have audited the standalone financial statements of Phoenix International Limited ("The Company"), which comprise the Balance sheet as at 31st March, 2020. The Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity, the Statement of Cash Flow for the year then ended, and notes to the financial statement including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as "the Standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements given the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total 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 statement in accordance with the Standards on Auditing (SAs) specified U/s 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the Independence requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the standalone financial Statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

a) **Accuracy of recognition, measurement, presentation and disclosure of revenue and other releated balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard).**

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Auditor's Response

Principal Audit Procedures

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of internal control and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard and tested the operating effectiveness of such internal controls;
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- Selected a sample of continuing and new contracts and performed the following procedures:
  - Read the agreements with the customers to identify the distinct performance obligations, the transaction price and its allocation to the performance obligation in the contract, and the classification of the contract for the basis of revenue recognition in accordance with Ind AS 115..
  - Compare these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the Contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
  - Sample of revenue disaggregated by type and services offering was tested with the performance obligation specified in the underlying contracts.
  - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

b) **Recognition, measurement, presentation and disclosures of revenue arising from lease arrangement has been recognized as per Ind AS 116**

As prescribed in Note 37 to the Standalone financial Statements, Company has adopted Ind-As 116 "Leases" in the Current year. The application and transition to this accounting standard is complex and is an area of focus in our audit.

Ind AS 116 introduces as a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payment during the lease term as per the contract / arrangement. Adoption of the standard involves significant judgments and estimates including, determination of discount rate and the lease term. Refer Note 37 to the standalone financial statement.

Auditor's Response

Principal Audit Procedures

-Assessed the Company's evaluation on the identification of lease based on the contractual agreements and our knowledge of the business;

Upon transition as at 1st April, 2019:

- Verified the accuracy of recognition of leasing/rental income in the books in accounts.
- Verified the depreciation policy for depreciable leased assets. It is in consistence with the lessor's normal depreciation policy for similar assets, and depreciation has been calculated in accordance with Ind AS 16 and Ind As 38.

2. Evaluation of tax positions

The company has uncertain tax positions matter under dispute which involves significant judgment to determine the possible outcome of These disputes.

Refer notes to accounts no. 33 of the Standalone Financial Statements

Auditor's Response

Principal Audit Procedures

Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provisions and possible outcome of disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

Other Information

The company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and analysis, Board's report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not included the standalone financial Statements and our Auditor's report thereon.

Our opinion on the standalone financial statement 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 and , in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be martially misstated.

If, based on the work we have performed, 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's 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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified u/s 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the 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 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 risk 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143(3)(i) of the Act, 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 the management.

- Concluded on the appropriateness of the 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 your auditor's report to the related disclosure 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, futures events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structures 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 achieve fair presentation.

Materiality is the magnitude of misstatement in the standalone financial statement that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any indentified misstatements in the financial statements.

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 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 purpose of our audit.

b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the branches not visited by us.

c. The Balance sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of changes in Equity and the Cash Flow statement dealt with by this report are in agreement with the Books of Accounts.

d. In our opinion, the Aforesaid standalone financial statements comply with the Accounting Standards specified u/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the Basis of the written representations received from the Directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **'Annexure – A'**

g. With respect to the other matter to be included in the Auditors report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year in accordance with the provisions of Section 197 of the Act.

(i) The Company has disclosed the impact of pending litigation on its financial position in its financial statement to the financial statements.

(ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivate contracts – to the financial Statements.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor education and Protection Fund by the Company.

2. As required by the Company (Auditor's report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we given in "Annexure B" a statement on the matter specified in paragraph 3 and 4 of the Order.

Place : New Delhi
Date : 31.07.2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C
Sd/-
(Pradip Bhardwaj)
Partner
M.No. 500219

ANNEXURE – A TO THE AUDITORS REPORT

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 Phoenix International Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone Ind AS 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 Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI") 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the 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") an 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 Guideline notes 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.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls systems 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 risk of material misstatements 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 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 process designed to provide reasonable assurance regarding 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 authorisations 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 Control 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 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, to the best of our information and according to the explanation given to us, 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 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

Place : New Delhi
Date : 31/07/2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.; 013697C
Sd/-
(Pradip Bhardwaj)
Partner
M.No. 500219

ANNEXURE – B, REFERRED TO IN PARAGRAPH '2' UNDER THE HEADING "REPORT ON THE OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED

1. **In respect of the company's fixed assets**
   a. According to the information and explanations given to us, the Company is maintaining proper records of fixed assets, including the quantitative details and its situations;
   b. Physical verification of fixed assets has been made by the management during the year and no material discrepancies were noticed on such verification;
   c. According to the information and explanations given to us, and on the basis of records maintained by the Company, the title deeds of immovable properties are held in the name of the Company;
2. The management has conducted physical verification of inventory at reasonable interval during the period and no material discrepancies were noticed on physical verification;
3. The company has not granted any loans, secured and unsecured to Company, firm, Limited Liability Partnership or parties covered in register maintained u/s 189 of companies Act, 2013.
4. According to the information and exploration given to us, the company has complied with the provisions of Section 185 & 186 of Companies Act 2013, with respect to loan & investment made;
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other provisions of the companies Act and the rules framed there under, hence clause V of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable;
6. According to the information and explanations given to us, maintenance of cost records have not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013, hence clause vi of paragraph 3 of Companies Auditor's Report Order, 2016 is not applicable;
7. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate Authorities undisputed statutory dues as applicable to the Company;

   According to the information and explanations given to us, undisputed statutory dues including amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Cess and any other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slightly delay in few cases, as at 31.03.2020 for a period of more than six month from the date they become payable;

   (b) As per information and explanation provide to us, the following are the contingent liabilities against which the appeal is pending to various authorities.

Particulars	Nature of Dues	Authorities	Period to which the amount relates	Amounts
1. Central Excise Act 1944 (2018)	Central Excise	CESTAT	August 1996 to December 1996	30,38,292

8. According to the information and explanation given to us, the company has a Term Loan from Oriental Bank of Commerce but there is no default in repayment of principal and interest during the year;
9. According to the information and explanations given to us, the company has a Term from Oriental Bank of Commerce and the amount raised from the same is applied for the purpose for which loan was raised;
10. According to information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of audit.
11. According to information and explanations given to us and on the basis of record maintained by 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 Companies Act 2013;
12. In our opinion and according information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company;
13. According to information or explanations given to us, transactions with related party are in compliance with Section 177 & 188 of the Companies Act, 2013 and details of which have been disclosed in the financial statements;
14. According to the information and explanations given to us and based on our examinations of the records maintained by the Company, the Company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year. Hence clause 3 (xiv) is not applicable on the company;
15. According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) is not applicable on the Company;
16. According to information and explanations given to us, the Company is not required to be registered under Section 45- 1A of Reserve Bank of India Act, 1934, Hence clause 3 (xvi) is not applicable on the Company;

Place : New Delhi
Date : 31/07/2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C
Sd/-
(Pradip Bhardwaj)
Partner
M.No. 500219

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
STANDALONE BALANCE SHEET AS AT 31ST MARCH 2020

(INR in Lacs)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	28,162.21	28,496.05
(b) Financial Assets			
Investments	4	1,590.83	1,590.83
Loans	5	2.24	4.32
Others Financial Assets	6	3,597.60	3,697.73
(c)Other Non- Current Assets	7	66.12	26.53
Total Non-Current Assets		**33,419.00**	**33,815.47**
Current Assets			
(a) Inventories	8	569.14	718.62
(b) Financial Assets			
Trade Receivables	9	1635.09	1300.60
Cash and Cash Equivalents	10(a)	326.43	264.78
Other Balances with Banks	10(b)	5218.53	4907.16
Loans	11	25.68	15.47
Other Financial Assets	12	2525.64	2971.37
(c) Other Current Assets	13	878.84	793.96
Total Current Assets		**11,179.36**	**10,971.96**
Total Assets		**44,598.36**	**44,787.43**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	1,678.96	1,678.96
(b) Other Equity	15	31,879.49	31,345.27
Total Equity		**33,558.44**	**33,024.24**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	16	7,515.87	8,104.08
Other Financial Liabilities	17	568.62	533.90
(b) Provisions	18	10.79	13.62
(c) Deferred Tax Liabilities (net)	19	314.74	375.78
Total Non-Current Liabilities		**8,410.02**	**9,027.38**
Current Liabilities			
(a) Financial Liabilities			
Trade Payables	20		
total amount due to MSME creditors		-	-
total amount due to other than MSME creditors		1,450.90	1,596.38
Other Financial Liabilities	21	592.45	501.83
(b) Other Current Liabilities	22	47.30	63.64
(c) Provisions	23	1.13	1.37
(d) Current Tax Liabilities (net)	24	538.12	572.59
Total Current Liabilities		**2,629.90**	**2,735.81**
Total Equity and Liabilities		**44,598.36**	**44,787.43**
See Accompanying Notes Forming of the Financial Statements	1 to 46	-0.00	-0.00

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No. : 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219
Place : New Delhi
Date : 31.07.2020

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	**DIN : 02803906**

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

(INR in Lacs)

Particulars	Note No.	For the year ended 31st March 2020	For the year ended 31st March 2019
Income			
Revenue from Operations	25	4,298.12	4,250.56
Other Income	26	334.44	298.11
Total Revenue		**4,632.56**	**4,548.68**
Expenses			
Cost of Materials Consumed	27	2,460.70	2,192.99
Changes in Inventories of Work-in-Progress and Finished Goods	28	(37.06)	29.79
Employee Benefit Expenses	29	127.14	125.98
Finance Costs	30	969.36	1,007.99
Depreciation and Amortization Expense	3	354.48	352.53
Other Expenses	31	301.69	469.81
Total Expenses		**4,176.29**	**4,179.09**
Profit Before Exceptional Item & Tax		**456.28**	**369.57**
Exceptional Item		**-**	-
Profit Before Tax		**456.28**	**369.57**
Tax Expense:			
(1) Current Tax		194.00	168.47
(2) Deferred Tax		(61.04)	(124.18)
Total tax expense		132.96	44.29
Profit/ (Loss) For The Period		**323.31**	**325.28**
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss:			
Actuarial Gain / (Loss) on Defined Benefit Obligation		2.36	1.50
Finance Liability of Preference Share through OCI		7.50	7.28
Income Taxes relating to items that will not be reclassified to Profit or Loss		-	-
		-	-
Items that will be reclassified to Profit or Loss:		-	-
Income Tax relating to items that will be reclassified to Profit or Loss		-	-
Total Comprehensive Income for the period		**318.17**	**319.50**
Earnings per Equity Share			
Basic - Par value of Rs. 10 per share		1.90	1.90
Diluted - Par value of Rs. 10 per share		1.90	1.90
See Accompanying Notes Forming Part of the Financial Statements	1 to 46		

As per our report even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C

Per Pradip Bhardwaj
Partner
Mem. No. :500219

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	**DIN : 02803906**

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
STANDALONE CASH FLOWS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(INR in Lacs)

Particular	Year ended 31st March 2020		Year ended 31st March 2019	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extraordinary Items		456.28		369.57
Adjustments for :				
Depreciation and Amortization	354.48		352.53	
Interest Paid	969.36		1007.99	
Interest Received	(300.83)		(295.12)	
Foreign Exchange Fluctuation Loss	-		(16.84)	
Assets written off	-		232.42	
Provisions for Gratuity	(0.72)		0.61	
Liabilities/ Provisions no longer required written back	-	1,022.28	39.78	1,321.37
Operating Profit Before working Capital Changes		1,478.56		
Adjustments for :				
Decrease / (Increase) in Trade & Other receivables				
Decrease / (Increase) in Inventories	16.14		2286.98	
(Decrease)/ Increase in Trade Payable/ Current Liabilities	149.47		(59.31)	
Cash Generation from Operations	(105.91)	59.70	(1,869.96)	357.71
		1,538.26		2048.66
Taxes Paid (Net)	132.96	132.96	44.29	44.29
NET CASH FLOW FROM OPERATING ACTIVITES		1,671.22		2,092.95
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(20.63)		(1.19)	
Interest Received	300.83		50.40	
Deposits	(311.36)		(4,661.44)	
NET CASH FLOW FROM INVESTING ACTIVITIES		(31.16)		(4,612.23)
C. CASH FLOW FROM FINANCING ACTIVITES				
Advances from Subsidiaries / Others	(15.98)		(740.73)	
Repayment of Long Term Borrowing	(553.49)		(354.06)	
Receiving of Long Term Borrowing	-		7.28	
Security Deposits (Paid) / Received	(39.59)		26.74	
Interest Paid	(969.36)		(1,007.99)	
NET CASH FLOW FROM FINANCING ACTIVITES		(1,578.41)		(2,068.76)
Net Increase in Cash and Cash Equivalents		61.65		(4,588.05)
Cash and Cash Equivalents at the beginning of the Year		264.78		4,852.83
Cash and Cash Equivalents at the End of the Year		326.43		264.78

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	**DIN : 02803906**

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED

Standalone Statement of Changes in Equity

Particulars	As at 31st March 2020		As at 31st March 2019	
Equity Share Capital	**Number**	**Amount (in Lacs)**	**Number**	**Amount (in Lacs)**
Balance at the beginning of reporting period	16,789,560	1,678.96	16,789,560	1,678.96
Less: Bought back during the year	-	-	-	-
Balance at the closing of reporting period	16,789,560	1,678.96	16,789,560	1,679

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	**DIN : 02803906**

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED

Notes to Financial Statements

1. CORPORATE AND GENERAL INFORMATION

Phoenix International Limited ("the Company") is a Public Company domiciled and incorporated in India and its share are publicly traded on the Bombay Stock Exchange (BSE) in India. The registered office of Company is situated at 3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi 110008, India.

The Company is in the business of leasing out building and is a manufacturer and supplier of Shoe uppers in Chennai, India.

These Financial statements were approved and adopted by Board of Directors of the Company in their Meeting dated 31.07.2020

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of Financial Statement

The Financial Statement are prepared in accordance with India Accounting Standard (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments where are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Effective from April 1, 2017, the Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards with transition date April 1, 2016. The transition was carried out from Indian Accounting principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standards requires a change in the accounting policy hithereto in use.

(b) Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Change in estimates is reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(c) Revenue Recognition

The Company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transactions will flow to the entity.

(i) Sale of Goods

Revenue from the sale of goods is recognized, when all significant risks and rewards are transferred to the buyer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty and excludes value added tax/ sales tax. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Lease Income

Lease income from operating leases shall be recognized in income on a straight line basis over the lease term.

(iii) Interest Income

Interest income is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial Instrument or a shorter period, where appropriate, to the gross carrying amount of financial asset. When Calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses.

(iv) Investment Income

All equity investments in scope of Ind AS 109 are measured at fair value. For equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company make such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If company decided to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(d) Employees Benefits

(i) Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expenses on an undiscounted basis in the statement of profit and loss of the year in which the related services is rendered.

(ii) Post-Employment Benefits

Defined contribution Plans

Retirement benefits in the form of provident fund are defined contribution scheme. The company has no obligation, other than the contributions payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services.

Defined Benefit Plans

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees of the Company.The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Re-measurement comprising of actuarial gains and losses, the effect of asset ceiling (excluding amount included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized in Other Comprehensive income which are not reclassified to profit and loss in subsequent periods.

(e) Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The Companies depreciates property, plant and equipment over their estimated useful lives suing the Written down value method for assets situated at Head office and Chennai Branch & Straight line method for others. The estimated useful lives of assets as prescribed under Part C of Schedule II of the companies Act, 2013 are as follows:

Building	: 60 years
Plant and Machinery	: 15 years
Office Equipment	: 5 – 10 years
Computer Equipment	: 3 years
Furniture and Fixtures	: 10 years
Vehicles	: 8 years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the costs of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property , plant and equipment is capitalized only when its probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and releated accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(f) Inventories

Inventories of raw materials, stores and spares, trading goods, work-in-progress and finished goods are valued at cost or net realizable value, whichever is lower. However material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost in respect of the aforesaid items of inventory is computed as under:

- In case of raw materials, at average cost plus direct expenses.
- In case of stores & Spares, at average cost plus direct expenses.
- In case of work-in-progress, at raw material cost plus conversion cost depending upon the stage of completion.
- In case of finished goods, at raw material cost plus conversion cost, packing cost, excise duty and other overheads incurred to bring the goods to their present conditions and location.

(g) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of the assets. Other borrowing costs are recognized as an expenses in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds, Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(h) Earnings per Share

Basic earnings per equity shares are computed by dividing the net profit attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity shares is computed by dividing the net profit attributable to the equity holders of the company be the weighted average number of equity shares considered for deriving basic earning per equity shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period; reasonable approximation of the weighted average is adequate in many circumstances.

(i) Income Tax

Income tax expenses comprise current and deferred income tax. Income tax expenses is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax asset and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be

recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income and expenses in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that its probable that future taxable profit will be available against which are deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earning of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amount and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provisions for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

(j) Foreign Currency Transactions

(i) Functional and Presentation currency

The functional currency of the company is Indian rupee. These financial statements are presented in India Rupee (rounded off to lacs)

(ii) Transaction and balances

The foreign currency transactions are recorded , on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary item that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognized in profit or loss in the period in which they arise.

Foreign exchange difference regarded as an adjustment to borrowing costs are presented in the statements of profits and loss within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

(k) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease , whichever is lower. Lease under which the risks and rewards incidental to ownership are not transferred to lessee is classified as operating lease. Lease payments under operating leases are recognized as an expenses on a straight line basis in net profit in the statement of profit and loss over the lease term.

(l) Financial Instruments

(a) Non- derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset givenrise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and the contractual cash flows and selling financial assets and the contractual terms of the financial asset given rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial Assets at fair value through other profit and loss

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit and loss.

(iv) Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(b) Equity Share capital

(i) Equity Share

Equity Shares issued by the Company are classified as equity. Incremental cost directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(ii) Derecognition of financial Instruments

A Financial assets is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

(iii) Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in he circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Based on the three level fair value hierarchies, the methods used to determine the fair value of financial assets and liabilities include quoted marked price , discounted cash flow analysis and valuation certificate by external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

(m) Impairment of Assets

a. Financial Assets

The company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or lass.

Loss allowance for trade receivable with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL. Unless there has been a significant increase in credit risk for initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that s required to be recognized as an impairment gain or loss in statement of profit or loss.

b. Non –financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generated cash flow that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimated used to determine the recoverable amount. The Carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(n) Cash and Cash Equivalents

The Cash and cash equivalent in the balance sheet comprises cash at bank and on hand and short- term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.

(o) Cash flow Statement

The Cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) 7 “Statement of Cash flows” using the indirect method for operating activities.

(p) Provisions, Contingent liabilities, contingent assets and Commitments:

General

Provisions are recognized when the Company has a present obligation (legal or Constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimates can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate sheet, but only when the reimbursement is virtually certain. The expenses relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate the reflects, when appropriate , the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitment include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, Contingent Liabilities, Contingent assets an commitments are reviewed at each balance sheet date.

Non-Current Assets

(3) Property, Plant and Equipment

As at 31st March, 2020 **(INR in Lacs)**

Particular	Gross Block				Depreciation				Net Block	
	As at 1 April 2019	Additions	Sales/ Adjustments	As at 31 March 2020	As at 1 April 2019	Adjustments	Depreciation/Amortization for the year	As at 31 March 2020	As at 31 March 2020	As at 31 March 2019
1. Freehold Land			-	**-**					**0**	**0**
Own Assets:										
Land	13,880.43	-	-	13,880.43	-	-	-	-	13,880.43	13,880.43
Building	28,999.63	-	-	28,999.63	14,397.35	-	351.35	14,748.70	14,250.93	14,602.28
Plant and Machinery	386.32	3.89	-	390.21	384.11	-	0.51	384.62	5.59	2.21
Electrical Installation	281.30	-	-	281.30	278.11	-	0.04	278.94	2.36	2.40
Vehicles	69.32	0.47	-	69.79	64.98	-	0.73	65.71	4.08	4.34
Office and Other Equipment	43.92	2.03	-	45.95	41.56	-	0.94	42.50	3.45	2.36
Furniture & Fixtures	33.68	3.17	-	36.85	31.63	-	0.58	32.21	4.63	2.04
Sub-Total	**43,694.58**	**9.56**	**-**	**43,704.14**	**15,198.53**	**-**	354.15	15,553.00	**28,151.47**	**28,496.06**
Right of Use Assets* Building	-	11.07	-	11.07	-	-	0.33	0.33	10.75	-
Sub – Total	**-**	**11.07**	**-**	**11.07**	**-**	**-**	**0.33**	**0.33**	**10.75**	**-**
Total	**43,694.58**	**20.63**	**-**	**43,715.21**	**15,198..53**	**-**	**354.48**	**15,553.00**	**28,162.21**	**28,496.06**
Previous Year **	**43,925.82**	**1.19**	**232.42**	**43,694.58**	**14,846.00**	**-**	**352.53**	**15,198.53**	**28,496.06**	**29,079.82**

***Right of use Assets has been recognized as per Ind- AS 116 in the Current year**

****Previous year's Figures have been regrouped whenever necessary to conform with this year's classification**

(INR in Lacs)

	As At 31.03.2020	As at 31.03.2019
4 Investment		
Investments, unquoted in equity instruments - fully paid up		
Phoenix Industries Ltd. (Subsidiary Company)	271.05	271.05
Phoenix Cement Ltd. (Subsidiary Company)	1,308.47	1,308.47
Bloomsbury Trading Pte Ltd., (Foreign Company)	11.31	11.31
Total	**1,590.83**	**1,590.83**
Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investments	**1,590.83**	**1,590.83**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
5 Loans		
(Unsecured considered good, unless otherwise stated)		
Financial Assets at Amortized Cost		
Security Deposit	1.61	1.64
Bank Deposits having maturity more than 12 months	0.62	2.68
	2.24	**4.32**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
6 Other Financial Assets		
Financial Assets and Amortized Cost	2,481.31	2,473.78
Loan and advances to Subsidary Company	1,116.29	1,223.96
Advance paid to Suppliers – other, consider goods		
	3,597.60	**3,697.73**

*Refer note no. 36 "Related Party Transaction

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
7 Other Non- Current Assets		
Security Deposits with statutory Authorities	66.12	26.53
	66.12	**26.53**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
8 Inventories (at cost or net realizable value, whichever is lower)		
Raw material	472.90	659.44
Work in Process	64.23	59.18
Finished Goods	32.02	-
	569.14	**718.62**

(INR in Lacs)

9 Trade Receivables (Unsecured, considered good unless otherwise stated)	As at 31.03.2020	As at 31.03.2019
Trade Receivables	1,635.09	1,300.60
	1,635.09	**1,300.60**

(INR in Lacs)

10 (a) Cash and Cash Equivalents	As at 31.03.2020	As at 31.03.2019
Cash in Hand	6.08	8.12
Balance with Banks :		
On Current Accounts	320.36	256.66
	326.43	**264.78**
(b) Other Balances with Banks		
Bank Deposits	5,218.53	4,907.16
	5,218.53	**4,907.16**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
11 Loans		
Financial Assets at Amortized Cost		
Unsecured, Considered Good	17.27	15.47
Staff Advances	8.41	-
	25.68	**15.47**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
12 Other Financial Current Assets		
Financial Assets and Amortized Cost	27.84	-
Interest accrued but not due	0.41	0.10
Security Deposit current	2497.39	2,971.27
Advance to suppliers		
	2,525.64	**2,971.37**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
13 Other Current Assets		
(Unsecured considered Goods, unless otherwise Stated)		
Prepaid Expenses	0.25	0.34
Balances and Deposits with Government Authorities & Others	878.59	793.62
	878.84	**793.96**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
14 Equity Share Capital		
Authorised		
Equity shares, Rs 10 /- par value		
50,000,000 Equity Shares (Previous year 50,000,000 Equity Shares)	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued, Subscribed and Paid-up		
Equity shares, Rs 10/- par Value		
16,789,560 Equity Shares fully Paid up	1678.96	1678.96
	1678.96	**1678.96**

(a) Reconciliation of Share outstanding at the beginning and at the end of the reporting period

(i) Equity Shares :

Particular	**As at 31.03.2020**		As at 31.03.2019	
	No. of Shares	**INR in Lacs**	**No. of Shares**	**INR in Lacs**
At the beginning of the period	**16,789,560**	1678.96	**16789,560**	1678.96
Add : Issued during the reporting period.	**-**	-	**-**	-
Less : Bought back during the period.	**-**	-	**-**	-
	16,789,560	**1,678.96**	**16,789,560**	**1678.96**

(b) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

Particular	**As at 31.03.2020**	As at 31.03.2019
	NIL	

(d) Detail of shareholders holding more than 5% shares in the company

Names of Shareholders	**As at 31.03.2020**		**As at 31.03.2019**	
	No. of shareholders	**% of Shareholding**	**No. of shareholders**	**% of Shareholding**
Mr. Ajay Kalsi	2,734,400	16.29%	2,734,400	16.29%
Mayflower Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Spartan Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Vanguard Services Pvt. Ltd.	3,120,000	18.58%	3,120,000	18.58%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

15. Other Equity **(INR in**

	Share Application money pending allotment	Equity component of Compound financial instrument	Reserve & Surplus				Items of Other Comprehensive Income							Total
			Accumulated reserve on revaluation of land & Building	Securities Premium	General Reserve	Retained Earning	Investment through other comprehensive income	Equity Investment through other comprehensive income	Effective portion of Preference shares	Revaluation on surplus	Exchange Differences on translating the financial statements of a foreign operation	Other items of other Comprehensive Income	Money received against share warrant	
Balance as at 1st April 2019	-	-	26,058.69	1,241.99	1,001.22	3,093.71	-	-	-51.22			.09	-	**31,345.27**
Profit for the year						323.31	-	-	-			2.36	-	**325.67**
Other Comprehensive Income for the year						216.05	-	-	(7.50)			-	-	**208.55**
Total Comprehensive Income for the Year	-	-	-	-	-	**539.36**	-	-	**-7.50**			**2.36**	-	**534.22**
Transfer to Capital Redemption Reserve	-	-	-	-	-		-	-	-			-	-	-
Premium on Buy Back of Shares	-	-	-	-	-		-	-	-			-	-	-
Balance as at 31 March 2020	-	-	**26,058.69**	**1,241.99**	**1,001.22**	**3,633.07**			**(58.72)**			**3.25**	-	**31,879.49**

15.Other Equity **(INR in**
Lacs)

	Share Application money pending allotment	Equity component of Compound financial instrument	Reserve & Surplus				Items of Other Comprehensive Income							Total
			Accumulated reserve on revaluation of land & Building	Securities Premium	General Reserve	Retained Earning	Investment through other comprehensive income	Equity Investment through other comprehensive income	Effective portion of Preference shares	Revaluation on surplus	Exchange Differences on translating the financial statements of a foreign operation	Other items of other Comprehensive Income	Money received against share warrant	
Balance as at 1st April 2018	-	-	26,058.69	1,241.99	1,001.22		-	-	(43.94)	-	-	(0.60)	-	**31,025.80**
Profit for the year	-	-	-	-	-	325.27	-	-	-	-	-	1.50	-	**326.77**
Other Comprehensive Income for the year	-	-	-	-	-	0.00	-	-	(7.28)	-	-	-	-	**(7.28)**
Total Comprehensive Income for the Year	-	-	-	-	-	**325.27**	-	-	**(7.28)**	-	-	**1.50**	-	**319.49**
Transfer to Capital Redemption Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Premium on Buy Back of Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	-	-	**26,058.69**	**1,241.99**	**1,001.22**	**3,093.71**	-	-	**(51.22)**	-	-	**0.90**	-	**31,345.27**

(INR in lacs)

16	Borrowings	As at 31.03.2020	As at 31.03.2019
	Secured Term Loan (Non-Current)		
	Oriental Bank of Commerce*	7,515.87	8,104.08
		7,515.87	**8,104.08**

* Term Loan from Oriental Bank of Commerce is secured by way of Equitable Mortgage of Land and Building measuring 61,690 Sq. Meters at A-37, Sector 60, Noida.

(INR in Lacs)

17	Other Financial Liabilities	As at 31.03.2020	As at 31.03.2019
	Preference Share Capital (Non-Convertible)*	258.72	251.22
	Securities Deposits	302.46	282.68
	Lease Liabilities	7.44	-
		568.62	**533.90**

(INR in Lacs)

18	Provisions	As at 31.03.2020	As at 31.03.2019
	Provision for Gratuity (Un-funded)	10.79	13.62
		10.79	**13.62**

(INR in Lacs)

19	Deferred Tax	As at 31.03.2020	As at 31.03.2019
	Deferred Tax Liabilities (net)	314.74	375.78
		314.74	**375.78**

(INR in Lacs)

20	Trade Payable	As at 31.03.2020	As at 31.03.2019
	Trade Payables (including acceptances)		
	Due to MSME	-	-
	Due to other than MSME	1450.90	1596.38
		1450.90	**1596.38**

Based o information available with the company, there are no overdue amount payable on Micro, Small and medium Enterprises as defined in The Micro, Small and Medium Enterprises Development Act, 2006. This has been determined to the extent such person been identified on the basis of information available with the company which has been relied upon by the Auditors.

(INR in Lacs)

21	Other Financial Liabilities	As at 31.03.2020	As at 31.03.2019
	Current Maturities of Long Term Debts	574.56	487.68
	Salaries and Benefits	6.78	4.32
	Staff Security Deposits	1.06	0.76
	Other Security Deposits *	10.05	9.07
		592.45	**501.83**

*Refundable securities received / deducted from the contractors.

(INR in Lacs)

22	Other Current Liabilities	As at 31.03.2020	As at 31.03.2019
	Statutory Dues	40.19	57.18
	Other Expenses	7.11	6.46
		47.30	**63.64**

(INR in Lacs)

23	Provisions	As at 31.03.2020	As at 31.03.2019
	Provision for Gratuity (funded)	1.13	1.37
		1.13	**1.37**

(INR in Lacs)

24	Current Tax Liabilities	As at 31.03.2020	As at 31.03.2019
	Provision for Taxation	538.12	572.59
		538.12	**572.59**

(INR in Lacs)

25	Revenue From Operations	As at 31.03.2020	As at 31.03.2019
	Sale of Shoes and Parts	2322.65	2376.37
	Rental Income	1975.48	1874.19
		4298.12	**4250.56**

(INR in Lacs)

26	Other Income	As at 31.03.2020	As at 31.03.2019
	Interest income on financial assets carried at amortized cost	300.83	295.12
	Sundry balances/liabilities / provisions no longer required, written back/off (net)	14.45	1.06
	Other Non Operating Income	19.16	1.93
		334.44	**298.11**

(INR in Lacs)

27	Cost of Material Consumed	As at 31.03.2020	As at 31.03.2019
	Inventory of Raw Material at the beginning of the year		
	Add : Purchases	659.44	570.00
	Add: Consumable stores and spare parts	1,693.44	1,688.79
	Add: Direct Expenses	548.84	556.83
		31.68	36.47
	Less: Inventory of Raw Material at the end of the year	2,933.59	2,852.43
		472.90	659.44
	Cost of Raw Material and Components Consumed	**2,460.70**	**2,192.99**

(INR in Lacs)

28	Change in inventories of Work-in-Progress and finished goods	As at 31.03.2020	As at 31.03.2019
	Inventories at the beginning of the year		
	Work-in-Progress	59.18	88.98
	Finished Goods	-	-
		59.18	88.98
	Less : Inventories at the end of the year		
	Work-in-Progress	64.23	59.18
	Finished Goods	32.02	-
		96.25	59.18
	Change in Inventory	**(37.06)**	**29.79**

(INR in Lacs)

29	Employee Benefit Expenses	As at 31.03.2020	As at 31.03.2019
	Salaries, Wages and Other Allowances	102.62	112.96
	Contribution to Provident and Other Funds	2.75	3.21
	Staff Welfare Expense	21.76	9.81
		127.14	**125.98**

(INR in Lacs)

30	Finance Cost	As at 31.03.2020	As at 31.03.2019
	Interest on		
	Defined Benefits	1.12	1.06
	Working Capital & Others	933.19	996.35
	Lease Liabilities*	.94	-
	Bank & Other Charges	34.10	10.58
		969.36	**1,007.99**

*This is as per Ind – AS 116

(INR in Lacs)

31	Other Expenses	As at 31.03.2020	As at 31.03.2019
	Water Charges	0.14	1.70
	Repair and Maintenance	9.77	11.57
	Rent*	0.40	4.74
	Rates and Taxes	0.30	0.38
	Insurance	2.58	5.23
	Auditor remuneration	3.60	6.30
	Legal and Professional	94.78	55.71
	Travelling and Conveyance	9.53	11.67
	Printing and Stationery	9.31	5.99
	Postage, telegram and Telephones	1.65	2.17
	Bad Debts written off/ Excess income written off	61.86	39.78
	Exchange Rate Fluctuation (net)	7.88	48.65
	Capital WIP & Other Balances W/off	-	232.42
	Charity and Donation	0.14	12.61
	Donation to Political Party**	50.00	-
	Watch & Ward	9.84	7.92
	Miscellaneous Expenses	39.91	22.96
		301.69	**469.81**

*Short term rent, Ind-AS 116 not applied

**Donation has been made through electoral bond

32. Disclosure of Financial instruments

(a) The carrying value and fair value of financial instruments by categories at the end of each reporting period is as follows:

As at 31st March, 2020 (INR in Lacs)

Particular	Amortization Cost	At Fair Value Through Profit or Loss		At fair value Through OCI		Total Carrying Value	Total Fair Value
		Designated upon initial recognition	Mandatory	Equity Instruments designated upon initial recognition	Mandatory		
Assets:							
Long Term Investment	1,579.52		11.31			1590.83	1590.83
Long Term Loans	2.24					2.24	2.24
Other Financial Non-Current Assets	3,597.60					3,597.60	3,597.60
Trade Receivables	1,635.09					1,635.09	1,635.09
Cash and Bank Balances	5,544.96					5,544.96	5,544.96
Short term Loans	25.68					25.68	25.68
Other Financial Current Assets	2,525.64					2525.64	2525.64
Total	**14,910.73**	**-**	**11.31**	**-**	**-**	**14,922.04**	**14,922.04**
Liabilities							
Long Term Borrowings	7,515.87					7,515.87	7,515.87
Other Financial Non-Current Liabilities	568.62					568.62	568.62
Trade Payable	14,50.90					1,450.90	1,450.90
	592.45		-			592.45	592.45
	10,127.84	**-**	**-**		**-**	**10,127.84**	**10,127.84**

As at 31st March, 2019 **(INR in Lacs)**

Particular	Amortization Cost	At Fair Value Through Profit or Loss		At fair value Through OCI		Total Carrying Value	Total Fair Value
		Designated upon initial recognition	Mandatory	Equity Instruments designated upon initial recognition	Mandatory		
Assets:							
Long Term Investment	1,579.52		11.31			1,590.83	1,590.83
Long Term Loans	4.32					4.32	4.32
Other Financial Non-Current Assets	3,697.73					3,697.73	3,697.73
Trade Receivables	1,300.60					1,300.60	1,300.60
Cash and Bank Balances	5,171.94					5,171.94	5,171.96
Short term Loans	15.47					15.47	15.47
Other Financial Current Assets	2,971.37					2,971.37	2971.37
Total	**14,740.95**	**-**	**11.31**	**-**	**-**	**14,752.26**	**14,752.26**
Liabilities							
Long Term Borrowings	8,104.08					8,104.08	8,104.08
Other Financial Non-Current Liabilities	533.00					533.00	533.00
Trade Payable	1,569.38					1,569.38	1,569.38
	501.83		-			501.83	501.83
	10,736.19	**-**	**-**		**-**	**10,736.19**	**10,736.19**

(b) Basic of Fair Value of Financial Assets and Liabilities

(i) Fair Value Hierarchy

Level 1 – Quoted price (unadjusted) in active markets for identical assets or liabilities

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

Level 3 – Input for the assets or liabilities that are not based on observable market data (unobservable inputs)

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value:

As at 31st March 2020 **(INR in Lacs)**

Particular	Fair Value	Fair Value Measurement Using		
	As at 31st March, 2020	Level 1	Level 2	Level 3
Long Term Investment				
Fair Value through Profit & Loss	11.31	-	-	-
Fair value through Other Comprehensive Income (OCI)	-			
Current Investments				
Fair Value through Profit & Loss	-	-	-	-
Other financial Current Liabilities				
Derivative financial Instruments	-	-	-	-

As at 31st March 2019 **(INR in Lacs)**

Particular	Fair Value	Fair Value Measurement Using		
	As at 31st March, 2019	Level 1	Level 2	Level 3
Long Term Investment				
Fair Value through Profit & Loss	11.31	-	-	-
Fair value through Other Comprehensive Income (OCI)	-			
Current Investments				
Fair Value through Profit & Loss	-	-	-	-
Other financial Current Liabilities				
Derivative financial Instruments	-	-	-	-

33. Contingent Liabilities:

(INR in Lacs)

	Financial Year 2019-20	Financial Year 2018-19
Excise duty under dispute against which appeals have been filed with CESTAT, Allahabad *	30.38	30.38

*It is not practicable to estimate the timing of cash outflows, if any, in respect of matter above, pending for resolution of the appellate proceedings.

34. Disclosures as required by Indian Accounting Standard (Ind AS) 20 Employee Benefits

:

Gratuity Plan: The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service, vesting occurs upon completion of five continuous years of service in accordance with Indian law. Re-measurement gains and losses arising from the adjustments and changes in actuarial assumption are recognized in the period in which they occur, in Other Comprehensive Income. The following tables set out the disclosures in respect of the gratuity plan as required under Ind AS 20.

(a) Changes in the present value of the obligations:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Present value of defined benefit obligation at the beginning of the year	14.99	14.39
Interest cost	1.12	1.06
Current service cost	0.65	1.04
Benefits Paid	(2.49)	-
Actuarial (gain)/ loss on Obligations	(2.35)	(1.50)
Present value of defined benefit obligation at the end of the year	11.92	14.99

(b) Change in Fair Value of Plan Asset:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Fair value of Plan Assets as at beginning of the year	-	-
Actual return on Plan Assets	-	-
Contributions	-	-
Benefits Paid	-	-
Fair value of Plan Assets as at end of the year	-	-

(c) Amount recognized in Balance Sheet:

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	Financial Year 2018-19
Present value obligation as at end of the year	11.92	14.99
Fair value of Plan Assets as at end of the year	-	-
Unfunded Net Asset/ (liability) recognized in Balance Sheet.	**11.92**	**14.99**

(d) **Expenses recognized in Profit & Loss:**

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	Financial Year 2018-19
Current Service Point	0.65	1.04
Interest Cost	1.12	1.06
Total Expenses recognized in Profit & Loss Account	**1.77**	**2.10**

(e) **Recognized in Other Comprehensive Income (OCI):**

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	**Financial Year 2018-19**
Net Cumulative unrecognized actuarial gain/ (loss) opening	0.90	(0.60)
OCI recognized during the year	2.36	1.50
Unrecognized actuarial gain / (loss) at the end of the year	**3.26**	**0.90**

(f) Investment details of Fund :

(INR in Lacs)

Particular	Financial Year 2019-20	Financial Year 2018-19
Mutual funds	-	-
Government Securities	-	-
Bank Balance	-	-
Bonds	-	-
Total	**-**	**-**

(g) The principal actuarial assumption used for estimating the Company's defined benefit obligation are set out below:

Particular	Financial Year 2019-20	Financial Year 2018-19
Discount Rate (Per annum)	6.30%	7.50%
Rate of increase in compensation levels (per annum)	10.00%	10.00%
Rate of return on plan assets (per annum)	N.A.	N.A.
Expected Average remaining working lives of employees (years)	11.88	14.54
Method used	**Project Unit Credit**	**Project Unit Credit**

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(h) The quantitative sensitivity analysis on net liability recognized on account of change in significant assumptions:

(INR in Lacs)

Particular	Financial Year 2019-2020	Financial Year 2018-2019
Discount Rate		
1% increase	**(0.41)**	**(0.81)**
1% decrease	**0.45**	**0.91**
Future Salary Increase		
1% increase	**0.43**	**0.43**
1% decrease	**(0.41)**	**(0.41)**
Life expectancy*		
Increase by 1 year	**-**	**-**
Decrease by 1 year	**-**	**-**

*As per Actuarial Certificate, sensitive due to morality & withdrawals are not material & hence impact of change not calculated.

(i) The Following payments are expected contributions to the defined benefit plan in future year (in absolute terms i.e. undiscounted):

(INR in Lacs)

Particular	Year ended 31st March 2020	Year ended 31st March 2019
With in 1 Year	**1.13**	**1.37**
After 1 Year	**10.79**	**13.62**
Total Expected payments	**11.92**	**14.99**

35. The Company operates in two Business segment viz. "Shoe Manufacturing" & "Rental Services of Immovable Properties", both segments are reportable in accordance with the requirements of Ind AS – 108 on "Operating Segments", prescribed by Companies (Indian Accounting Standards) Rules 2015. The Company's business activities primarily fall with in single Geographical segments.

(A) PRIMARY SEGMENT INFORMATION

(INR in Lacs)

	PARTICULARS	RENTAL		SHOES		OTHERS		GRAND TOTAL	
		As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019
I)	**Segment Revenue** (excluding GST)	1,975.48	1,874.19	2,322.65	2,376.37	334.44	298.11	4,632.56	4,548.68
	Net Turnover	1,975.48	1,874.19	2,322.65	2,376.37	334.44	298.11	4,632.56	4,548.68
II)	**Segments Results before Interest and Tax**	1,328.07	1,040.40	(244.42)	28.47	5.66	2.99	1,089.30	1,071.86
	Less: Interest Expenses	932.91	997.41	0.94	-	-	-	933.85	997.41
	Add: Interest Income	278.86	294.66	2.84	0.46	19.13	-	300.83	295.12
	Add: Exceptional Items	-	-	-	-	-	-	-	-
	Profit before Tax	674.01	337.65	(242.52)	28.93	24.79	2.99	456.28	369.57
	Current Tax	194.00	168.47	-	-	-	-	194.00	168.47
	Deferred Tax liability	(61.04)	(124.18)	-	-	-	-	(61.04)	(124.18)
	Profit After Tax	541.05	293.36	(242.52)	28.93	24.79	2.99	323.31	325.28
III)	**Other Information**								
	Segments Assets	37,838.34	38,534.00	6,760.02	6,253.43	-	-	44,598.36	44,787.43
	Segment Liabilities	5,829.23	10,154.05	5,210.69	1,609.14	-	-	11,039.92	11,763.19
	Capital Expenditure	-	-	20.63	1.19	-	-	20.63	1.19
	Depreciation and Amortisation	351.42	350.51	3.06	2.02	-	-	354.48	352.53
	Non- Cash Expenses Other than Depreciation and amortisation	-	-	-	-	-	-	-	-

A. SECONDARY SEGMENT INFORMATION

(INR in Lacs)

	Particulars	2019-20	2018-19
I)	**Segment Revenue - External Turnover**		
	Within India	4,632.56	4,548.68
	Outside India	-	-
	Total Revenue	4,632.56	4,548.68
II)	**Segment Assets**		
	Within India	44,598.36	44,787.43
	Outside India	-	-
	Total Assets	44,598.36	44,787.43
III)	**Segment Liability**		
	Within India	11,039.92	11,763.20
	Outside India	-	-
	Total Liability	11,039.92	11,763.20
IV)	**Capital Expenditure**		
	Within India	20.63	1.19
	Outside India	-	-
	Total Expenditure	20.63	9.56

36. Related Party Disclosure:

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related parties, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

Disclosure of Related parties and relationship between parties

a) Key Management Personnel **:** Mr Tushar Korde Chief Executive Officer
: Mr. Gopal Krishna Mishra (Chief Finance Officer)
: Mr. Narender Kumar Makkar (Director cum Company Secretary)

b) Related Parties :-

S. No.	Parties to whom the company is subsidiary /Associate Companies
1.	Phoenix Industries Limited (Subsidiary Company)
2.	Phoenix Cement Limited (Subsidiary Company)
3.	Focus Energy Limited (Associate Company)
4.	Mayflower Management Services Pvt. Ltd.(Associate Company)
5.	Vanguard Services Pvt. Ltd.(Associate Company)

c) Related Party Transactions

(INR in Lacs)

Name of the Related Party	Nature of Transactions	For the year ended 31.03.2020	For the year ended 31.03.2019
Profit & Loss Account			
Mr. Narender Makkar	Directors Remuneration	**2.56**	1.28
Focus Energy Limited	Sale of Goods	**2,638.47**	2,406.90
Mayflower Management Services Pvt. Ltd.	Job Work	**5.36**	5.40
Vanguard Services Pvt. Ltd.	Job Work	**4.80**	4.77
		As at 31.03.2020	**As at 31.03.2019**
Balance Sheet			
Phoenix Industries Limited	Investments (Net of Provision)	**271.05**	271.05
Phoenix Cement Limited	Advance Recoverable	**187.24**	183.74
Phoenix Cement Limited	Investments (Net of Provision)	**1,308.47**	1,308.47
Phoenix Industries Limited	Advance Recoverable	**2,294.08**	2,290.03
Focus Energy Limited	Advance to Supplier	**3,189.75**	4,188.60
Focus Energy Limited	Trade Receivable	**1,897.80**	1,225.38

37. Disclosures as required by Indian Accounting Standard Ind AS 18: Lease:-

Operating Lease Commitments:

(i) Company as lessor:-

The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements, which are non-cancellable with range from 11 months to 99 years and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals receivable are charged as rent under 'Rental Income'.

Future minimum lease payments under non-cancellable operating leases are as follows:

(INR in Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Not later than one year	1,757.21	2,075.25
Later than one year but not later than five years	7,225.94	8,776.96
Later than five years	9,699.74	15,481.69
	18,682.89	**26,333.90**

(ii) Company as lessee:-

The company evaluates if any arrangement qualifies to be a lease as per the requirements of Ind-AS 116. Identification of a lease requires significant judgment. The company uses judgment in assessing whether a contract (or part of contract) includes a lease, the lease term (including anticipated renewals), the applicable discount rate, variable lease payments whether are in-substance fixed. The judgment involves assessment of whether the asset included in the contract is a fully identifies asset based on the facts and circumstances, whether the lessee intends to opt for continuing with the use of the asset upon the expiry thereof, and whether the lease payments are fixed or variable or combinations of both.

Right to Use Assets of Rs. 11,07,249/- and Lease Liabilities of Rs. 7,43,690/- has been recognized as per Ind-AS 116. Also, Ind-AS has not been applied on Short Term Lease of Rs. 40000/-

38. Earnings per Share

The calculation of Earnings per Share (EPS) as disclosed in the Statement of Profit and Loss has been made in accordance with Ind AS- 33 on "Earnings per Share".

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share: (Number of shares)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Issued equity shares	16,789,560	16,789,560
Less: Buyback of Shares	-	-
Number of Shares at the end	16,789,560	16,789,560
Weighted average shares outstanding - Basic and Diluted – A	16,789,560	16,789,560

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Profit and Loss after Tax for EPS – B (In Lacs)	318.17	319.50
Basic Earnings per share (B/A)	1.90	1.90
Diluted Earnings per share (B/A)	1.90	1.90

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.
The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity, if any.

39. Income Tax:

a) Any change in the amount of deferred tax liability on account of change in the enacted tax rates and change in the quantum of depreciation allowable under the tax laws, is disclosed in the statement of profit and loss account as 'Deferred tax adjustment'.

b) Reconciliation of Deferred tax liabilities (Net)

(INR in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Balance at the beginning of the year	(375.78)	(499.96)
Deferred tax income/expenses during the year recognized in Statement of Profit and loss	61.04	124.19
Deferred tax income/expenses during the year recognized in Other Comprehensive income	-	-
Deferred tax income/expenses during the year recognized directly in equity	-	-
Balance at the end of the year	(314.74)	(375.78)

c) Reconciliation of tax expense and the Profit before tax multiplied by statutory tax rate:

(INR in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Accounting profit before tax	456.28	369.57
Tax at statutory income tax rate of 27.82%	126.94	102.81
Tax effect of the amounts not deductible for computing taxable income		
Depreciation Difference	68.07	64.38
Disallowance	(1.31)	1.28
Others		-
Differential treatment of Investment for income tax		-
Adjustment of current tax of prior periods		-
Income tax expense including items that are not reclassified to profit & loss	193.70	168.47
Income tax expense including items that are not reclassified to profit & loss(Round off)	**194.00**	**168.47**

40. Financial Risk Management

The financial assets of the company include investments, loans, trade and other receivables, and cash and bank balances that derive directly from its operations.

The financial liabilities of the company, other than derivatives, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The company is mainly exposed to the following risks that arise from financial instruments:

(i) Market risk
(ii) Liquidity risk
(iii) Credit risk

The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk, foreign currency risk.

(a) Foreign currency risk

The company imports certain assets and material from outside India. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently the company is exposed to foreign currency risk and the results of the company may be affected as the rupee appreciates/ depreciates against foreign currencies. Foreign exchange risk arises from the future probable transactions and recognized assets and liabilities denominated in a currency other than company's functional currency.

The company measures the risk through a forecast of highly probable foreign currency cash flows and manages its foreign currency risk by hedging appropriately. The Company uses foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company's exposure to foreign currency risk was based on the following amounts as at the reporting dates:

(FC in Lacs)

Particulars	**As at 31st March 2020**	**As at 31st March 2019**
Advance to suppliers		
-In GBP		-
-In USD		-
Net exposure to foreign currency risk (assets) -In GBP -In USD		 - -
Trade Payables		
-In GBP	7.60	8.49
-In USD	4.65	4.65
-Foreign Exchange Forward Contracts bought foreign Currency in GBP		-
Net exposure to foreign currency risk (Liabilities) -In GBP -In USD	 7.60 4.65	 8.49 4.71
Net exposure to foreign currency risk (Asset) -In GBP -In USD		 - -

The following significant exchange rates applied during the year:

Particulars	**2019-20 (Year end rates)**	**2018-19 (Year end rates)**
INR/USD	75.33	69.44
INR/GBP	93.61	90.56

Foreign currency sensitivity analysis

Any changes in the exchange rate of GBP and USD against INR is not expected to have significant impact on the Company's profit due to the less exposure of these currencies. Accordingly, a 10% appreciation/depreciation of the INR as indicated below, against the GBP and USD would have increased/reduced profit by the amounts shown below. This analysis is based on the foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variable remains constant:

(INR in Lacs)

Particulars	As at 31 March 2020	As at 31 March 2019
10% Strengthening/weakening of USD against INR	-	-
10% Strengthening/weakening of GBP against INR	-	-

The following table gives details in respect of outstanding foreign currency forward held by the company to mitigate the risk of changes in exchange rates on foreign currency exposure

(FC in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Contracts against export		
-In USD	-	-
Contracts against Import		
-In USD	-	-
-In GBP	-	-

(b) Interest Rate Risk

The company is also exposed to interest rate risk, changes in interest rate will affect future cash flows.

(ii) Liquidity Risk

The financial liabilities of the company, other than derivatives, include loans and borrowings, trade and other payables. The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Ultimate responsibility of liquidity risk management rests with board of directors.

The company monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool. The company plans to maintain sufficient cash and marketable securities to meet the obligations as and when falls due.

The below is the detail of contractual maturities of the financial liabilities of the company at the end of each reporting period:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Borrowings at effective rate of interest		
Within 1Year	574.56	487.68
More than 1 Years	7,515.87	8,104.08
Trade Payables		
Within 1Year	1,450.90	1,596.38
More than 3 Years	-	-
Other Financial liabilities at EIR		
Within 1Year	-	-
More than 3 Years	-	-

(ii) Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the company. The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities.

Write off Policy

The financials assets are written off in case there is no reasonable expectation of recovering from the financial asset.

41. Capital Management

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's gearing ratio was as follows:

(INR in Lacs)

Particulars	**Financial Year 2019-20**	**Financial Year 2018-19**
Borrowing	8,659.05	9,125.66
Less: Cash and Bank Balance	5,544.96	4,926.22
Net Debt	3,114.09	4,199.44
Total Equity	33,558.44	33,024.24
Capital and Net Debt	36,672.53	37,223.68
Gearing Ratio	**8.49**	**11.28**

Further, there have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

There were no changes in the objectives, policies or processes for managing capital during the year ended 31 March 2020 and 31 March 2019.

42. In accordance with the Ind AS-36 on Impairment of Assets, the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment, it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

43. The Company owes dues of Rs Nil (Previous Year Rs. Nil) towards Micro and Small Enterprises, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

44. There are no material events after the reporting period having significant impact on financial statement.

45. Previous Year figures have been regrouped/ reclassified wherever considered necessary.

46. The Standalone Financial Statement has been approved by the Board of Directors as on 30th July, 2020

As per our report of even date attached
For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C

Per Pradip Bhardwaj
Partner
M.No 500220

Place: New Delhi
Date: 31.07.2020

For and on behalf of the Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	P.M Alexander	G.K Mishra
Company Secretary	**Director**	**Director**	**CFO**
	DIN:00027347	DIN:00050022	

INDEPENDENT AUDITOR'S REPORT

To

The Members,

Phoenix International Limited.

Opinion

We have audited the Consolidated financial statements of Phoenix International Limited ("The Company"), which comprise the Balance sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated statement of changes in equity, the Consolidated Statement of Cash Flow for the year then ended, and notes to the financial statement including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as "the consolidated financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements given the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the consolidated profit and total 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 consolidated financial statement in accordance with the Standards on Auditing (SAs) specified U/s 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the Independence requirements that are relevant to our audit of the consolidated Financial Statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the Consolidated financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

a) **Accuracy of recognition, measurement, presentation and disclosure of revenue and other releated balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard).**
The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Auditor's Response

Principal Audit Procedures

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of internal control and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard and tested the operating effectiveness of such internal controls;
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- Selected a sample of continuing and new contracts and performed the following procedures:
  - Read the agreements with the customers to identify the distinct performance obligations, the transaction price and its allocation to the performance obligation in the contract, and the classification of the contract for the basis of revenue recognition in accordance with Ind AS 115..
  - Compare these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the Contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
  - Sample of revenue disaggregated by type and services offering was tested with the performance obligation specified in the underlying contracts.
  - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

b) Recognition, measurement, presentation and disclosures of revenue arising from lease arrangement has been recognized as per Ind AS 116

As prescribed in Note 37 to the Standalone financial Statements, Company has adopted Ind-As 116 "Leases" in the Current year. The application and transition to this accounting standard is complex and is an area of focus in our audit.

Ind AS 116 introduces as a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payment during the lease term as per the contract / arrangement. Adoption of the standard involves significant judgments and estimates including, determination of discount rate and the lease term. Refer Note 37 to the standalone financial statement.

Auditor's Response

Principal Audit Procedures

-Assessed the Company's evaluation on the identification of lease based on the contractual agreements and our knowledge of the business;

Upon transition as at 1st April, 2019:

- Verified the accuracy of recognition of leasing/rental income in the books in accounts.
- Verified the depreciation policy for depreciable leased assets. It is in consistence with the lessor's normal depreciation policy for similar assets, and depreciation has been calculated in accordance with Ind AS 16 and Ind As 38.

1.. Evaluation of tax positions

The company has uncertain tax positions matter under dispute which involves significant judgment to determine the possible outcome of These disputes.

Refer notes to accounts no. 33 of the Standalone Financial Statements

Auditor's Response

Principal Audit Procedures

Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provisions and possible outcome of disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

Information Other thank the Consolidated Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and analysis, Board's report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not included the standalone financial Statements and our Auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and , in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be martially misstated.

If, based on the work we have performed, 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's and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified u/s 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the 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 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 risk 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143(3)(i) of the Act, 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 the management.
- Concluded on the appropriateness of the 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 your auditor's report to the related disclosure 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, futures events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structures 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 achieve fair presentation.

Materiality is the magnitude of misstatement in the standalone financial statement that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any indentified misstatements in the financial statements.

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 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 purpose of our audit.

b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the branches not visited by us.

c. The Balance sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of changes in Equity and the Cash Flow statement dealt with by this report are in agreement with the Books of Accounts.

d. In our opinion, the Aforesaid standalone financial statements comply with the Accounting Standards specified u/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the Basis of the written representations received from the Directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **'Annexure – A'**

g. With respect to the other matter to be included in the Auditors report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year in accordance with the provisions of Section 197 of the Act.

(i) The Company has disclosed the impact of pending litigation on its financial position in its financial statement to the financial statements.

(ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivate contracts – to the financial Statements.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor education and Protection Fund by the Company.

2. As required by the Company (Auditor's report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we given in "Annexure B" a statement on the matter specified in paragraph 3 and 4 of the Order.

Place : New Delhi
Date : 31.07.2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C
Sd/-
(Pradip Bhardwaj)
Partner
M.No. 500219

ANNEXURE – A TO THE AUDITORS REPORT

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 Phoenix International Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone Ind AS 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 Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI") 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the 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") an 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 Guideline notes 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.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls systems 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 risk of material misstatements 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 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 process designed to provide reasonable assurance regarding 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 authorisations 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 Control 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 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, to the best of our information and according to the explanation given to us, 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 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

Place : New Delhi
Date : 31/07/2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.; 013697C
Sd/-
(Pradip Bhardwaj)
Partner
M.No. 500219

ANNEXURE – B, REFERRED TO IN PARAGRAPH '2' UNDER THE HEADING "REPORT ON THE OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED

1. **In respect of the company's fixed assets**
   a. According to the information and explanations given to us, the Company is maintaining proper records of fixed assets, including the quantitative details and its situations;
   b. Physical verification of fixed assets has been made by the management during the year and no material discrepancies were noticed on such verification;
   c. According to the information and explanations given to us, and on the basis of records maintained by the Company, the title deeds of immovable properties are held in the name of the Company;
3. The management has conducted physical verification of inventory at reasonable interval during the period and no material discrepancies were noticed on physical verification;
4. The company has not granted any loans, secured and unsecured to Company, firm, Limited Liability Partnership or parties covered in register maintained u/s 189 of companies Act, 2013.
5. According to the information and exploration given to us, the company has complied with the provisions of Section 185 & 186 of Companies Act 2013, with respect to loan & investment made;
6. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other provisions of the companies Act and the rules framed there under, hence clause V of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable;
7. According to the information and explanations given to us, maintenance of cost records have not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013, hence clause vi of paragraph 3 of Companies Auditor's Report Order, 2016 is not applicable;
8. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate Authorities undisputed statutory dues as applicable to the Company;
   According to the information and explanations given to us, undisputed statutory dues including amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Cess and any other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slightly delay in few cases, as at 31.03.2020 for a period of more than six month from the date they become payable;
   (b) As per information and explanation provide to us, the following are the contingent liabilities against which the appeal is pending to various authorities.

Particulars	Nature of Dues	Authorities	Period to which the amount relates	Amounts
2. Central Excise Act 1944 (2018)	Central Excise	CESTAT	August 1996 to December 1996	30,38,292

9. According to the information and explanation given to us, the company has a Term Loan from Oriental Bank of Commerce but there is no default in repayment of principal and interest during the year;
10. According to the information and explanations given to us, the company has a Term from Oriental Bank of Commerce and the amount raised from the same is applied for the purpose for which loan was raised;
11. According to information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of audit.
12. According to information and explanations given to us and on the basis of record maintained by 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 Companies Act 2013;
13. In our opinion and according information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company;
14. According to information or explanations given to us, transactions with related party are in compliance with Section 177 & 188 of the Companies Act, 2013 and details of which have been disclosed in the financial statements;
15. According to the information and explanations given to us and based on our examinations of the records maintained by the Company, the Company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year. Hence clause 3 (xiv) is not applicable on the company;
16. According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) is not applicable on the Company;
17. According to information and explanations given to us, the Company is not required to be registered under Section 45- 1A of Reserve Bank of India Act, 1934, Hence clause 3 (xvi) is not applicable on the Company;

Place : New Delhi
Date : 31/07/2020

For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C

(Pradip Bhardwaj)
Partner

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020 **(INR in Lacs)**

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	28,390.96	28,724.81
(b) Financial Assets			
Investments	4	614.16	614.16
Loans	5	3,057.02	3,729.19
Others Financial Assets	6	2,261.37	1,223.96
(c)Other Non- Current Assets	7	66.59	26.53
Total Non-Current Assets		**34,390.10**	**34,318.65**
Current Assets			
(a) Inventories	8	594.70	744.17
(b) Financial Assets			
Trade Receivables	9	1,672.78	1,322.22
Cash and Cash Equivalents	10(a)	347.94	313.13
Other Balances with Banks	10(b)	5,241.50	4,907.16
Loans	11	25.68	15.47
Other Financial Assets	12	1,931.29	2971.37
(c) Other Current Assets	13	950.05	795.04
Total Current Assets		**10,763.94**	**11,068.58**
Total Assets		**45,154.04**	**45,387.23**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	1,678.96	1,678.96
(b) Other Equity	15	32,116.19	31,364.58
Total Equity		**33,795.15**	**33,043.54**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	16	7,545.87	8,134.08
Other Financial Liabilities	17	568.62	533.90
(b) Provisions	18	13.51	16.30
(c) Deferred Tax Liabilities (net)	19	314.74	375.78
Total Non-Current Liabilities		**8,442.73**	**9,060.06**
Current Liabilities			
(a) Financial Liabilities			
Trade Payables	20		
total amount due to MSME creditors		-	-
total amount due to other than MSME creditors		1,468.02	1,596.38
Other Financial Liabilities	21	594.76	501.83
(b) Other Current Liabilities	22	313.89	611.46
(c) Provisions	23	1.38	1.37
(d) Current Tax Liabilities (net)	24	538.12	572.59
Total Current Liabilities		**2,916.16**	**3,283.64**
Total Equity and Liabilities		**45,154.05**	**45,387.23**
See Accompanying Notes Forming of the Financial Statements	1 to 45		

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No. : 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219
Place : New Delhi
Date : 31.07.2020

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

(INR in Lacs)

Particulars	Note No.	For the year ended 31st March 2020	For the year ended 31st March 2019
Income			
Revenue from Operations	25	4,298.12	4,250.56
Other Income	26	338.49	298.41
Total Revenue		**4,636.61**	**4,548.68**
Expenses			
Cost of Materials Consumed	27	2,460.70	2,192.99
Changes in Inventories of Work-in-Progress and Finished Goods	28	(37.07)	29.80
Employee Benefit Expenses	29	135.97	134.47
Finance Costs	30	969.58	1,008.00
Depreciation and Amortization Expense	3	354.48	352.53
Other Expenses	31	311.78	481.77
Total Expenses		**4,195.43**	**4,199.55**
Profit Before Exceptional Item & Tax		441.17	349.42
Exceptional Item		**-**	-
Profit Before Tax		**441.17**	**349.42**
Tax Expense:			
(1) Current Tax		194.00	168.47
(2) Deferred Tax		(61.04)	(124.18)
Total tax expense		132.96	44.29
Profit/ (Loss) For The Period		**308.21**	**305.13**
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss:			
Actuarial Gain / (Loss) on Defined Benefit Obligation	32	2.36	1.50
Finance Liability of Preference Share through OCI		7.50	7.28
Income Taxes relating to items that will not be reclassified to Profit or Loss		-	-
		-	-
Items that will be reclassified to Profit or Loss:		-	-
Income Tax relating to items that will be reclassified to Profit or Loss		-	-
Total Comprehensive Income for the period		**303.08**	**299.35**
Earnings per Equity Share			
Basic - Par value of Rs. 10 per share		1.81	1.78
Diluted - Par value of Rs. 10 per share		1.81	1.78
See Accompanying Notes Forming Part of the Financial Statements	1 to 46		

As per our report even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C

For and on behalf of Board of Directors
Phoenix International Limited

Per Pradip Bhardwaj	Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Partner	**Director & Company Secretary**	**Director**	**Director**	**Chief Finance Officer**
Mem. No. :500219	**DIN : 00026857**	**DIN : 00027347**	**DIN : 00050022**	**DIN : 02803906**

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
CONSOLIDATED CASH FLOWS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(INR in Lacs)

Particular	Year ended 31st March 2020		Year ended 31st March 2019	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extraordinary Items		441.17		349.42
Adjustments for :				
Depreciation and Amortization	354.48		352.53	
Interest Paid	969.36		1008.00	
Interest Received	(300.83)		(295.12)	
Foreign Exchange Fluctuation Loss	-		(16.84)	
Assets written off	-		232.42	
Provisions for Gratuity	(0.72)		0.61	
Liabilities/ Provisions no longer required written back	-	1,022.28	39.78	1,321.39
Operating Profit Before working Capital Changes		**1,463.68**		**1,670.81**
Adjustments for :				
Decrease / (Increase) in Trade & Other receivables				
Decrease / (Increase) in Inventories	524.29		2,110.30	
(Decrease)/ Increase in Trade Payable/ Current Liabilities	149.47		(59.31)	
Cash Generation from Operations	(367.47)	306.29	(1,678.29)	**372.70**
		1,769.97		2043.51
Taxes Paid (Net)	132.96	132.96	44.29	44.29
NET CASH FLOW FROM OPERATING ACTIVITES		1,319.86		2,087.80
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(20.63)		(1.19)	
Interest Received	300.83		50.40	
Deposits	(334.32)		(4,661.44)	
NET CASH FLOW FROM INVESTING ACTIVITIES		**(54.11)**		(4,612.23)
C. CASH FLOW FROM FINANCING ACTIVITES				
Advances from Subsidiaries / Others	(216.16)		(740.73)	
Repayment of Long Term Borrowing	(588.21)		(354.06)	
Receiving of Long Term Borrowing	-		7.28	
Security Deposits (Paid) / Received	(40.05)		26.74	
Interest Paid	(969.58)		(1,007.99)	
NET CASH FLOW FROM FINANCING ACTIVITES		(1,841.00)		(2,068.76)
Net Increase in Cash and Cash Equivalents		34.81		(4,593.19)
Cash and Cash Equivalents at the beginning of the Year		313.13		4,906.32
Cash and Cash Equivalents at the End of the Year		347.94		313.13
See accompanying notes forming part of the Financial Statements		1 to 45		

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED

Consolidated Statement of Changes in Equity

Particulars	As at 31st March 2020		As at 31st March 2019	
Equity Share Capital	**Number**	**Amount (in Lacs)**	**Number**	**Amount (in Lacs)**
Balance at the beginning of reporting period	16,789,560	1,678.96	16,789,560	1,678.96
Less: Bought back during the year	-	-	-	-
Balance at the closing of reporting period	16,789,560	1,678.96	16,789,560	1,679

As per our report of even date attached

For Pradip Bhardwaj & Co.,
Chartered Accountants
Firm Registration No.: 013697C
Per Pradip Bhardwaj
Partner
Mem. No. :500219

For and on behalf of Board of Directors
Phoenix International Limited

Narender Makkar	Narendra Aggarwal	PM Alexander	G.K. Mishra
Director & Company Secretary	**Director**	**Director**	**Chief Finance Officer**
DIN : 00026857	**DIN : 00027347**	**DIN : 00050022**	

Place : New Delhi
Date : 31.07.2020

PHOENIX INTERNATIONAL LIMITED
Notes to Financial Statements

3. CORPORATE AND GENERAL INFORMATION

Phoenix International Limited ("the Company") is a Public Company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE) in India. The registered office of Company is situated at 3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi 110008, India.

Along with its subsidiaries, Phoenix International Limited is in the business of leasing out building and is a manufacturer and supplier of Shoes and Shoe uppers in Chennai, India.

Phoenix International Limited together with its subsidiaries is herein after referred to as "the Group"

The Group's Consolidated Financial Statements were approved and adopted by board of directors of the Company in their Meetings dated on 31st July, 2020.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of Financial Statement

These Consolidated Financial Statement are prepared in accordance with India Accounting Standard (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments where are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Group has adopted all the IndAS and adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards with transition date April 1, 2016. The transition was carried out from Indian Accounting principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of Consolidation

Phoenix international consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that given the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Financial statements of the Group Companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

(c) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Change in estimates is reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(d) Revenue Recognition

The Group recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transactions will flow to the entity.

(i) Sale of Goods

Revenue from the sale of goods is recognized, when all significant risks and rewards are transferred to the buyer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty and excludes value added tax/ sales tax. It is measured at fair value of consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Lease Income

Lease income from operating leases shall be recognized in income on a straight line basis over the lease term.

(iii) Interest Income

Interest income is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial Instrument or a shorter period, where appropriate, to the gross carrying amount of financial asset. When calculating the effective interest rate, the

Group estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses.

(iv) Investment Income

All equity investments in scope of Ind AS 109 are measured at fair value. For equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group may makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(e) Employees Benefits

(iii) Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related services is rendered.

(iv) Post-Employment Benefits

Defined contribution Plans

Retirement benefits in the form of provident fund are defined contribution scheme. The Group has no obligation, other than the contributions payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services.

Defined Benefit Plans

The Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Re-measurement comprising of actuarial gains and losses, the effect of asset ceiling (excluding amount included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognized in Other Comprehensive income which are not reclassified to profit and loss in subsequent periods.

(f) Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The Group depreciates property, plant and equipment over their estimated useful lives suing the Written down value method for assets situated at Head office and Chennai Branch & Straight line method for others. The estimated useful lives of assets as prescribed under Part C of Schedule II of the companies Act, 2013 are as follows:

Building	: 60 years
Plant and Machinery	: 15 years
Office Equipment	: 5 – 10 years
Computer Equipment	: 3 years
Furniture and Fixtures	: 10 years
Vehicles	: 8 years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the costs of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property , plant and equipment is capitalized only when its probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and releated accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(g) Inventories

Inventories of raw materials, stores and spares, trading goods, work-in-progress and finished goods are valued at cost or net realizable value, whichever is lower. However material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost in respect of the aforesaid items of inventory is computed as under:

- In case of raw materials, at average cost plus direct expenses.
- In case of stores & Spares, at average cost plus direct expenses.
- In case of work-in-progress, at raw material cost plus conversion cost depending upon the stage of completion.
- In case of finished goods, at raw material cost plus conversion cost, packing cost, excise duty and other overheads incurred to bring the goods to their present conditions and location.

(h) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of the assets. Other borrowing costs are recognized as an expenses in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds, Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(i) Earnings per Share

Basic earnings per equity shares are computed by dividing the net profit attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity shares is computed by dividing the net profit attributable to the equity holders of the group be the weighted average number of equity shares considered for deriving basic earning per equity shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period; reasonable approximation of the weighted average is adequate in many circumstances.

(j) Income Tax

Income tax expenses comprise current and deferred income tax. Income tax expenses is recognized in net profit in the Consolidated statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax asset and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income and expenses in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that its probable that future taxable profit will be available against which are deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earning of the subsidiary or branch will not be distributed in the foreseeable future. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amount and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provisions for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

(k) Foreign Currency Transactions

(i) Functional and Presentation currency

The functional currency of the company is Indian rupee. These financial statements are presented in India Rupee (rounded off to lacs)

(ii) Transaction and balances

The foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary item that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the rates different from those at which they were translated on initial recognition during

the period or in previous financial statements shall be recognized in profit or loss in the period in which they arise.

Foreign exchange difference regarded as an adjustment to borrowing costs are presented in the statements of profits and loss within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

(l) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease , whichever is lower. Lease under which the risks and rewards incidental to ownership are not transferred to lessee is classified as operating lease. Lease payments under operating leases are recognized as an expenses on a straight line basis in net profit in the statement of profit and loss over the lease term.

(m) 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 any other entity.

i. Initial recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at tis fair value plus or minus, in case of a financial assets or financial liability not at fair value through profit or loss, transaction const that are directly attributable to the acquisition or issue of financial asset or financial liability except trade receivables which are recognized at transaction price.

ii. Subsequent measurement

(a) Non- derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset given rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and the contractual cash flows and selling financial assets and the contractual terms of the financial asset given rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial Assets at fair value through other profit and loss

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit and loss.

(iv) Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(c) Equity Share capital

(i) Equity Share

Equity Shares issued by the Group are classified as equity. Incremental cost directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(ii) Derecognition of financial Instruments

A Financial assets is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

(iii) Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Based on the three level fair value hierarchies, the methods used to determine the fair value of financial assets and liabilities include quoted marked price , discounted cash flow analysis and valuation certificate by external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

(n) Impairment of Assets

a. Financial Assets

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or lass.

Loss allowance for trade receivable with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL. Unless there has been a significant increase in credit risk for initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that s required to be recognized as an impairment gain or loss in statement of profit or loss.

b. Non –financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generated cash flow that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimated used to determine the recoverable amount. The Carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(o) Cash and Cash Equivalents

The Cash and cash equivalent in the balance sheet comprises cash at bank and on hand and short- term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.

(p) Cash flow Statement

The Cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) 7 “Statement of Cash flows” using the indirect method for operating activities.

(q) Provisions, Contingent liabilities, contingent assets and Commitments:

General

Provisions are recognized when the Group has a present obligation (legal or Constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimates can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate sheet, but only when the reimbursement is virtually certain. The expenses relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate the reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitment include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, Contingent Liabilities, Contingent assets an commitments are reviewed at each balance sheet date.

Non-Current Assets

(3) Property, Plant and Equipment

As at 31st March, 2020 **(INR in Lacs)**

Particular	Gross Block				Depreciation				Net Block	
	As at 1 April 2019	Additions	Sales/ Adjustments	As at 31 March 2020	As at 1 April 2019	Adjustments	Depreciation/Amortization for the year	As at 31 March 2020	As at 31 March 2020	As at 31 March 2019
18. Freehold Land			-	-					**0**	**0**
Own Assets:										
Land	13,880.43	-	-	13,880.43	-	-	-	-	13,880.43	13,880.43
Building	29,228.37	-	-	29,228.37	14,397.35	-	351.35	14,748.70	14,479.67	14,831.02
Plant and Machinery	386.32	3.89	-	390.21	384.11	-	0.51	384.62	5.59	2.21
Electrical Installation	281.30	-	-	281.30	278.90	-	0.04	278.94	2.36	2.40
Vehicles	69.32	0.47	-	69.79	64.98	-	0.73	65.71	4.08	4.34
Office and Other Equipment	43.92	2.03	-	45.95	41.56	-	0.94	42.50	3.45	2.36
Furniture & Fixtures	33.68	3.17	-	36.85	31.63	-	0.58	32.21	4.64	2.05
Sub-Total	**43,923.34**	**9.56**	**-**	**43,932.90**	**15,198.53**	**-**	**354.15**	**15,552.68**	**28,380.96**	**28,724.81**
Right of Use Assets* Building	-	11.07	-	11.07	-	-	0.33	0.33	10.74	-
Sub – Total	**-**	**11.07**	**-**	**11.07**	**-**	**-**	**0.33**	**0.33**	**10.74**	**-**
Total	**43,923.34**	**20.63**	**-**	**43,943.97**	**15,198.53**	**-**	**354.48**	**15,553.00**	**28,390.96**	**28,724.81**
**Previous Year ** **	**44,154.39**	**1.19**	**232.42**	**43,923.34**	**14,846.00**	**-**	**352.53**	**15,198.53**	**28,724.81**	**29,308.57**

***Right of use Assets has been recognized as per Ind- AS 116 in the Current year**

****Previous year's Figures have been regrouped whenever necessary to conform with this year's classification**

(INR in Lacs)

	As At 31.03.2020	As at 31.03.2019
4 Investment		
Investments, unquoted in equity instruments - fully paid up		
Super Bazar Co-operative Store Ltd.	0.10	0.10
Pellefine Leather Inc., (Foreign Company)	588.38	588.38
Yellow Valley Leasing and Finance Limited	3.45	3.45
Savare Trade Enterprises Ltd.	10.92	10.92
Bloomsbury Trading PTE Ltd., (Foreign Company)	11.31	11.31
Total	**614.16**	**614.16**
Aggregate book value of quoted investments	10.92	10.92
Aggregate market value of quoted investments	18.14	18.14
Aggregate book value of unquoted investments	585.10	585.10

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
5 Loans		
(Unsecured considered good, unless otherwise stated)		
Financial Assets at Amortized Cost		
Security Deposit	54.82	55.31
Bank Deposits having maturity more than 12 months	0.62	2.68
Others	3,001.58	3,671.21
	3,057.02	**3,729.19**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
6 Other Financial Assets		
Financial Assets and Amortized Cost		
Advance paid to Suppliers – other, consider goods	2,261.37	1,223.96
	2,261.37	**1,223.96**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
7 Other Non- Current Assets		
Security Deposits with statutory Authorities	66.59	26.53
	66.59	**26.53**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
8 Inventories (at cost or net realizable value, whichever is lower)		
Raw material	491.70	678.24
Work in Process	70.99	6.79
Finished Goods	32.02	59.18
	594.70	**744.17**

(INR in Lacs)

9 Trade Receivables (Unsecured, considered good unless otherwise stated)	As at 31.03.2020	As at 31.03.2019
Trade Receivables	1,672.79	1,322.22
	1,672.79	**1,322.22**

(INR in Lacs)

10 (a) Cash and Cash Equivalents	As at 31.03.2020	As at 31.03.2019
Cash in Hand	17.10	22.94
Balance with Banks :		
On Current Accounts	330.83	290.18
	347.94	**313.13**
(b) Other Balances with Banks		
Bank Deposits	5,241.50	4,907.18
	5,241.50	**4,907.18**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
11 Loans		
Financial Assets at Amortized Cost		
Unsecured, Considered Good	17.27	15.47
Staff Advances	8.41	-
	25.68	**15.47**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
12 Other Financial Assets		
Financial Assets and Amortized Cost		
Interest accrued but not due	31.49	-
Security Deposit current	0.41	0.10
Advance to suppliers	1,899.39	2,971.27
	1,931.29	**2,971.37**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
13 Other Current Assets		
(Unsecured considered Goods, unless otherwise Stated)		
Prepaid Expenses	0.25	0.31
Other	-	0.95
Balances and Deposits with Government Authorities & Others	949.80	793.78
	950.05	**795.04**

(INR in Lacs)

	As at 31.03.2020	As at 31.03.2019
14 Equity Share Capital		
Authorised		
Equity shares, Rs 10 /- par value		
50,000,000 Equity Shares (Previous year 50,000,000 Equity Shares)	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued, Subscribed and Paid-up		
Equity shares, Rs 10/- par Value		
16,789,560 Equity Shares fully Paid up	1678.96	1678.96
Total Issued, Subscribed and Fully Paid-up share Capital	**1678.96**	**1678.96**

(a) Reconciliation of Share outstanding at the beginning and at the end of the reporting period

(i) Equity Shares :

Particular	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	INR in Lacs	No. of Shares	INR in Lacs
At the beginning of the period	**16,789,560**	1678.96	**16789,560**	1678.96
Add : Issued during the reporting period.	-	-	-	-
Less : Bought back during the period.	-	-	-	-
Outstanding at the end of period	**16,789,560**	**1,678.96**	**16,789,560**	**1678.96**

(b) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

Particular	As at 31.03.2020 (INR in Lacs)	As at 31.03.2019 (INR in Lacs)
NIL		

(d) Detail of shareholders holding more than 5% shares in the company

Names of Shareholders	As at 31.03.2020		As at 31.03.2019	
	No. of shareholders	% of Shareholding	No. of shareholders	% of Shareholding
Mr. Ajay Kalsi	2,734,400	16.29%	2,734,400	16.29%
Mayflower Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Spartan Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Vanguard Services Pvt. Ltd.	3,120,000	18.58%	3,120,000	18.58%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

15. Other Equity **(INR in Lacs)**

	Share Application money pending allotment	Equity component of Compound financial instrument	Reserve & Surplus							Items of Other Comprehensive Income							Total
			Accumulated reserve on revaluation of land & Building	Securities Premium	Investment Allowance reserve	General Reserve	Capital Reserve	Currency Translation Reserve	Retained Earning	Investment through other comprehensive income	Equity Investment through other comprehensive income	Effective portion of Preference shares	Revaluation on surplus	Exchange Differences on translating the financial statements of a foreign operation	Other items of other Comprehensive Income	Money received against share warrant	
Balance as at 1st April	-	-	26,058.69	2,241.99	4.43	1,001.22	6,857.93	1,009.02	-5,758.37	-	-	-51.22	-	-	.09	-	**31,364.58**
Profit for the year					-			-	308.21	-	-	-	-	-	2.36	-	**310.57**
Other Comprehensive Income for the year					-			-	209.87	-	-	(7.50)	-	-	-	-	**202.37**
Total Comprehensive Income for the Year	-	-	-	-	**4.43**	**1.001.22**	**6857.93**	**1,009.02**	**-5,240.29**	-	-	**-7.50**	-	-	**3.25**	-	**31,877.53**
Transfer to Capital Redemption Reserve	-	-	-	-	-	-		**238.68**		-	-	-	-	-	-	-	**238.68**
Premium on Buy Back of Shares	-	-	-	-	-	-		-		-	-	-	-	-	-	-	-
Balance as at 31 March 2020	-	-	**26,058.69**	**2,241.99**	**4.43**	**1,001.22**	**6857.93**		**-5,240.29**			**(58.72)**			**3.25**	-	**32,116.19**

15.Other Equity **(INR in Lacs)**

	Share Application money pending allotment	Equity component of Compound financial instrument	Reserve & Surplus							Items of Other Comprehensive Income							Total
			Accumulated reserve on revaluation of land & Building	Securities Premium	Investment Allowance reserve	General Reserve	Capital Reserve	Currency Translation Reserve	Retained Earning	Investment through other comprehensive income	Equity Investment through other comprehensive income	Effective portion of Preference shares	Revaluation on surplus	Exchange Differences on translating the financial statements of a foreign operation	Other items of other Comprehensive Income	Money received against share warrant	
Balance as at 1st April 2018	-	-	26,058.69	2,241.99	4.43	1,001.22	6,857.92	-	-6,063.50	-	-	(43.94)			(.06)	-	**30,056.21**
Profit for the year	-	-			-			-	305.13	-	-	-			1.50	-	**306.63**
Other Comprehensive Income for the year	-	-			-			-	0.00	-	-	(7.28)			-	-	**(7.28)**
Total Comprehensive Income for the Year	-	-	-	-	**4.43**	**1.001.22**	**6857.92**	-	**305.13**	-	-	**-7.28**			**1.50**	-	**299.35**
Transfer to Capital Redemption Reserve	-	-	-	-	-	-		**1,009.02**		-	-	-			-	-	**1,009.02**
Premium on Buy Back of Shares	-	-	-	-	-	-		-		-	-	-			-	-	-
Balance as at 31 March 2019	-	-	**26,058.69**	**2,241.99**	**4.43**	**1,001.22**	**6857.92**	**1,009.02**	**(5,758.37)**			**(51.22)**			**0.90**	-	**31,364.58**

(INR in Lacs)

16	Borrowings	As at 31.03.2020	As at 31.03.2019
	Secured Term Loan (Non-Current)		
	Oriental Bank of Commerce*	7,515.87	8,104.08
	Unsecured Loan	30.00	30.00
		7,545.87	**8,134.08**

* Term Loan from Oriental Bank of Commerce is secured by way of Equitable Mortgage of Land and Building measuring 61,690 Sq. Meters at A-37, Sector 60, Noida.

(INR in Lacs)

17	Other Financial Liabilities	As at 31.03.2020	As at 31.03.2019
	Preference Share Capital (Non-Convertible)*	258.72	251.22
	Securities Deposits	302.46	282.68
	Lease Liabilities	7.44	-
	Re-measurement of Financial Liability is recognized through Other Comprehensive Income	**568.62**	**533.90**

(INR in Lacs)

18	Provisions	As at 31.03.2020	As at 31.03.2019
	Provision for Gratuity (Un-funded)	13.51	16.30
		13.51	**16.30**

(INR in Lacs)

19	Deferred Tax	As at 31.03.2020	As at 31.03.2019
	Deferred Tax Liabilities (net)	314.74	375.78
		314.74	**375.78**

(INR in Lacs)

20	Trade Payable	As at 31.03.2020	As at 31.03.2019
	Trade Payables (including acceptances)		
	Due to MSME	-	-
	Due to other than MSME	1468.02	1596.38
		1468.02	**1596.38**

Based o information available with the company, there are no overdue amount payable on Micro, Small and medium Enterprises as defined in The Micro, Small and Medium Enterprises Development Act, 2006. This has been determined to the extent such person been identified on the basis of information available with the company which has been relied upon by the Auditors.

(INR in Lacs)

21	Other Financial Liabilities	As at 31.03.2020	As at 31.03.2019
	Current Maturities of Long Term Debts	574.56	487.68
	Salaries and Benefits	9.09	4.32
	Staff Security Deposits	1.06	0.76
	Other Security Deposits *	10.05	9.07
		594.76	**501.83**

*Refundable securities received / deducted from the contractors.

(INR in Lacs)

22	Other Current Liabilities	As at 31.03.2020	As at 31.03.2019
	Dues to related party	-	0.28
	Statutory Dues	39.50	57.18
	Advance received from Customers	243.23	261.94
	Other Expenses	31.16	292.06
		313.89	**611.46**

(INR in Lacs)

23	Provisions	As at 31.03.2020	As at 31.03.2019
	Gratuity (funded)	1.38	1.37
		1.38	**1.37**

(INR in Lacs)

24	Current Tax Liabilities	As at 31.03.2020	As at 31.03.2019
	Provision for Taxation	538.12	572.59
		538.12	**572.59**

(INR in Lacs)

25	Revenue From Operations	Year ended 31.03.2020	Year ended 31.03.2019
	Sale of Shoes and Parts	2322.65	2376.37
	Rental Income	1975.48	1874.19
		4298.12	**4250.56**

(INR in Lacs)

26	Other Income	Year ended 31.03.2020	Year ended 31.03.2019
	Interest income on financial assets carried at amortized cost	300.83	295.12
	Sundry balances/liabilities / provisions no longer required, written back/off (net)	14.45	1.06
	Other Non Operating Income	23.21	2.24
		338.49	**298.11**

(INR in Lacs)

27	Cost of Material Consumed	Year ended 31.03.2020	Year ended 31.03.2019
	Inventory of Raw Material at the beginning of the year	678.24	589.13
	Add : Purchases	1693.44	1688.79
	Add: Consumable stores and spare parts	548.84	556.83
	Add: Direct Expenses	31.68	36.47
		2,952.40	2,871.22
	Less: Inventory of Raw Material at the end of the year	491.70	678.24
	Cost of Raw Material and Components Consumed	**2460.70**	**2192.98**

(INR in Lacs)

28	Change in inventories of Work-in-Progress and finished goods	Year ended 31.03.2020	Year ended 31.03.2019
	Inventories at the beginning of the year		
	Work-in-Progress	59.18	88.98
	Finished Goods	6.76	6.76
		65.94	95.74
	Less : Inventories at the end of the year		
	Work-in-Progress	70.99	59.18
	Finished Goods	32.02	6.76
		103.01	65.94
	Change in Inventory	**(37.07)**	**29.80**

(INR in Lacs)

29	Employee Benefit Expenses	Year ended 31.03.2020	Year ended 31.03.2019
	Salaries, Wages and Other Allowances	110.74	120.90
	Contribution to Provident and Other Funds	2.75	3.76
	Staff Welfare Expense	22.48	9.81
		135.97	**134.47**

(INR in Lacs)

30	Finance Cost	Year ended 31.03.2020	Year ended 31.03.2019
	Interest on		
	Defined Benefits	1.32	1.06
	Working Capital & Others	933.19	996.35
	Lease Liabilities*	0.94	-
	Bank & Other Charges	34.12	10.59
		969.58	**1008.00**

*This is as per Ind – AS 116

(INR in Lacs)

31	Other Expenses	Year ended 31.03.2020	Year ended 31.03.2019
	Water Charges	0.14	1.70
	Repair and Maintenance	9.77	11.57
	Rent*	0.40	4.74
	Rates and Taxes	0.36	0.38
	Insurance	2.58	5.23
	Auditor remuneration	4.27	7.64
	Legal and Professional	99.14	56.99
	Travelling and Conveyance	9.53	11.67
	Printing and Stationery	9.31	5.99
	Postage, telegram and Telephones	1.65	2.17
	Bad Debts written off/ Excess income written off	61.86	39.78
	Exchange Rate Fluctuation (net)	7.88	48.65
	Capital WIP & Other Balances W/off	-	232.42
	Charity and Donation	0.14	12.61
	Watch & Ward	9.84	7.92
	Donation to Political Party**	50.00	-
	Miscellaneous Expenses	44.91	32.29
		311.78	**481.77**

*Short term rent, Ind-AS 116 not applied

**Donation has been made through electoral bond

32. Contingent Liabilities: (INR in Lacs)

	Financial Year 2019-20	Financial Year 2018-19
Excise duty under dispute against which appeals have been filed with CESTAT, Allahabad *	30.38	30.38

*It is not practicable to estimate the timing of cash outflows, if any, in respect of matter above, pending for resolution of the appellate proceedings.

33. Disclosures as required by Indian Accounting Standard (Ind AS) 20 Employee Benefits:

Gratuity Plan: The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service, vesting occurs upon completion of five continuous years of service in accordance with Indian law. Re-measurement gains and losses arising from the adjustments and changes in actuarial assumption are recognized in the period in which they occur, in Other Comprehensive Income. The following tables set out the disclosures in respect of the gratuity plan as required under Ind AS 20.

(a) Changes in the present value of the obligations:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Present value of defined benefit obligation at the beginning of the year	17.67	17.00
Interest cost	1.32	1.25
Current service cost	0.76	1.15
Benefits Paid	(2.49)	-
Actuarial (gain)/ loss on Obligations	(2.38)	(1.73)
Present value of defined benefit obligation at the end of the year	14.89	17.67

(b) Change in Fair Value of Plan Asset:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Fair value of Plan Assets as at beginning of the year	-	-
Actual return on Plan Assets	-	-
Contributions	-	-
Benefits Paid	-	-
Fair value of Plan Assets as at end of the year	-	-

(c) Amount recognized in Balance Sheet:

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	Financial Year 2018-19
Present value obligation as at end of the year	14.89	17.67
Fair value of Plan Assets as at end of the year	-	-
Unfunded Net Asset/ (liability) recognized in Balance Sheet.	**14.89**	**17.67**

(d) **Expenses recognized in Profit & Loss:**

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	Financial Year 2018-19
Current Service Point	0.76	1.15
Interest Cost	1.32	1.25
Total Expenses recognized in Profit & Loss Account	**2.09**	**2.40**

(e) **Recognized in Other Comprehensive Income (OCI):**

(INR in Lacs)

Particular	Gratuity	
	Financial Year 2019-20	Financial Year 2018-19
Net Cumulative unrecognized actuarial gain/ (loss) opening	1.16	(0.57)
OCI recognized during the year	2.39	1.73
Unrecognized actuarial gain / (loss) at the end of the year	**3.55**	**1.16**

(f) Investment details of Fund :

(INR in Lacs)

Particular	Financial Year 2019-20	Financial Year 2018-19
Mutual funds	-	-
Government Securities	-	-
Bank Balance	-	-
Bonds	-	-
Total	**-**	**-**

(g) The principal actuarial assumption used for estimating the Company's defined benefit obligation are set out below:
Weighted Average Actuarial assumptions

Particular	Financial Year 2019-20	Financial Year 2018-19
Discount Rate (Per annum)	6.30%	7.50%
Rate of increase in compensation levels (per annum)	10.00%	10.00%
Rate of return on plan assets (per annum)	N.A.	N.A.
Expected Average remaining working lives of employees (years)	11.88	14.54
Method used	**Project Unit Credit**	**Project Unit Credit**

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(h) The quantitative sensitivity analysis on net liability recognized on account of change in significant assumptions:

(INR in Lacs)

Particular	Financial Year 2019-2020	Financial Year 2018-2019
Discount Rate		
1% increase	(0.60)	(.97)
1% decrease	0.65	1.08
Future Salary Increase		
1% increase	0.62	1.05
1% decrease	(.58)	(.96)
Life expectancy*		
Increase by 1 year	-	-
Decrease by 1 year	-	-

*As per Actuarial Certificate, sensitive due to morality & withdrawals are not material & hence impact of change not calculated.

(i) The Following payments are expected contributions to the defined benefit plan in future year (in absolute terms i.e. undiscounted):

(INR in Lacs)

Particular	Year ended 31st March 2020	Year ended 31st March 2019
With in 1 Year	1.38	1.61
After 1 Year	13.51	16.07
Total Expected payments	**14.89**	**17.67**

34. The Company operates in two Business segment viz. "Shoe Manufacturing" & "Rental Services of Immovable Properties", both segments are reportable in accordance with the requirements of Ind AS – 108 on "Operating Segments", prescribed by Companies (Indian Accounting Standards) Rules 2015. The Company's business activities primarily fall with in single Geographical segments.

(A) PRIMARY SEGMENT INFORMATION

PARTICULAR	RENTAL		SHOES		OTHERS		GRAND TOTAL	
	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019	As at 31/03/2020	As at 31/03/2019
I) Segment Revenue (excluding GST)	1,975.48	1,874.19	2,322.65	2,376.37	338.49	298.41	4,636.41	4,548.97
Net Turnover	1,975.48	1,874.19	2,322.65	2,376.37	338.49	298.41	4,636.41	4,548.97
Segment Results before **II) Interest and Tax**	1,328.06	1,040.40	(244.42)	28.47	(9.45)	(17.16)	1,074.19	1,051.71
Less: Interest Expenses	932.91	997.41	0.94	-	-	-	933.85	997.41
Add: Interest Income	278.86	294.66	2.84	0.46	19.13	-	300.83	295.12
Add: Exceptional Items	-	-	-	-	-	-	-	-
Profit before Tax	674.01	337.65	(242.52)	28.93	9.68	(17.16)	441.17	349.42
Current Tax	194.00	168.47	-	-	-	-	194.00	168.47
Deferred Tax Liability	(61.04)	(124.18)	-	-	-	-	(61.04)	(124.18)
Profit After Tax	541.04	293.36	(242.52)	28.93	9.68	(17.16)	308.21	305.13
III) Other Information								
Segments Assets	37,838.34	38,534.00	6,760.02	6,253.95	555.69	600.00	45,154.05	45,387.95
Segment Liabilities	5,829.23	10,154.05	5,210.69	1,609.14	318.98	580.50	11,358.90	12,343.69
Capital Expenditure	-	-	20.63	1.19	-	-	20.63	1.19
Depreciation and Amortization	351.42	350.51	3.06	2.02	-	-	354.48	352.53
Non-Cash Expenses Other than Depreciation and amortization	-	-	-	-	-	-	-	-

B. SECONDARY SEGMENT INFORMATION

(INR in Lacs)

	Particulars	2019-20	2018-19
I)	**Segment Revenue - External Turnover**		
	Within India	4,636.61	4,548.67
	Outside India	-	-
	Total Revenue	**4,636.61**	**4,548.67**
II)	**Segment Assets**		
	Within India	45,154.05	45,387.43
	Outside India	-	-
	Total Assets	**45,154.05**	**45,387.43**
III)	**Segment Liability**		
	Within India	11358.90	12343.69
	Outside India	-	-
	Total Liability	**11,358.90**	**12,343.69**
IV)	**Capital Expenditure**		
	Within India	20.63	1.19
	Outside India	-	-
	Total Expenditure	**20.63**	**1.19**

35. Related Party Disclosure:

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related parties, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

Disclosure of Related parties and relationship between parties

a) Key Management Personnel : Mr. Tushar Korde (Chief Executive Officer)
: Mr. Gopal Krishna Mishra (Chief Finance Officer)
: Mr. Narender Kumar Makkar (Director cum Company Secretary)

b) Related Parties :-

S. No.	Parties to whom the company is subsidiary /Associate Companies
1.	Phoenix Industries Limited (Subsidiary Company)
2.	Phoenix Cement Limited (Subsidiary Company)
3.	Focus Energy Limited (Associate Company)
4.	Mayflower Management Services Pvt. Ltd.(Associate Company)
5.	Vanguard Services Pvt. Ltd.(Associate Company)

c) Related Party Transactions

(INR in Lacs)

Name of the Related Party	Nature of Transactions	For the year ended 31.03.2020	For the year ended 31.03.2019
Profit & Loss Account			
Mr. Narender Makkar	Directors Remuneration	2.56	1.28
Focus Energy Limited	Sale of Goods	2,638.47	2,406.90
Mayflower Management Services Pvt. Ltd.	Job Work	5.36	5.40
Vanguard Services Pvt. Ltd.	Job Work	4.80	4.77
		As at 31.03.2020	**As at 31.03.2019**
Balance Sheet			
Focus Energy Limited	Advance to Supplier	3,189.75	4,198.60
Focus Energy Limited	Payable on Current A/c	37.75	29.01
Spartan Agro Industries Limited	Unsecured Loan	30.00	30.00
Focus Energy Limited	Trade Receivable	1,897.80	1,225.38

36. Disclosures as required by Indian Accounting Standard Ind AS 18: Lease:-

Operating Lease Commitments:

(i) Company as Lessor:-

The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements, which are non-cancellable with range from 11 months to 99 years and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals receivable are charged as rent under 'Rental Income'.

Future minimum lease payments under non-cancellable operating leases are as follows:

(INR in Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Not later than one year	1,757.21	2,075.25
Later than one year but not later than five years	7,225.94	8,776.96
Later than five years	9,699.74	15,481.69
	18,682.89	**26,333.90**

(ii) Company as lessee:-

The Group evaluates if any arrangement qualifies to be a lease as per the requirements of Ind-AS 116. Identification of a lease requires significant judgment. The company uses judgment in assessing whether a contract (or part of contract) includes a lease, the lease term (including anticipated renewals), the applicable discount rate, variable lease payments whether are in-substance fixed. The judgment involves assessment of whether the asset included in the contract is a fully identifies asset based on the facts and circumstances, whether the lessee intends to opt for continuing with the use of the asset upon the expiry thereof, and whether the lease payments are fixed or variable or combinations of both.

Right to Use Assets of Rs. 11,07,249/- and Lease Liabilities of Rs. 7,43,690/- has been recognized as per Ind-AS 116. Also, Ind-AS has not been applied on Short Term Lease of Rs. 40000/-.

37. Earnings per Share

The calculation of Earnings per Share (EPS) as disclosed in the Statement of Profit and Loss has been made in accordance with Ind AS- 33 on "Earnings per Share".

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share: (Number of shares)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Issued equity shares	16,789,560	16,789,560
Less: Buyback of Shares	-	-
Number of Shares at the end	16,789,560	16,789,560
Weighted average shares outstanding - Basic and Diluted – A	16,789,560	16,789,560

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Profit and Loss after Tax for EPS – B (In Lacs)	303.08	299.35
Basic Earnings per share (B/A)	1.81	1.78
Diluted Earnings per share (B/A)	1.81	1.78

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity, if any.

38. Income Tax:

a) Any change in the amount of deferred tax liability on account of change in the enacted tax rates and change in the quantum of depreciation allowable under the tax laws, is disclosed in the statement of profit and loss account as 'Deferred tax adjustment'.

b) Reconciliation of Deferred tax liabilities (Net)

(INR in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Balance at the beginning of the year	(375.78)	(499.96)
Deferred tax income/expenses during the year recognized in Statement of Profit and loss	61.04	124.19
Deferred tax income/expenses during the year recognized in Other Comprehensive income	-	-
Deferred tax income/expenses during the year recognized directly in equity	-	-
Balance at the end of the year	(314.74)	(375.78)

39. Financial Risk Management

The financial assets of the company include investments, loans, trade and other receivables, and cash and bank balances that derive directly from its operations.

The financial liabilities of the company, other than derivatives, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The company is mainly exposed to the following risks that arise from financial instruments:

(i) Market risk
(ii) Liquidity risk
(iii) Credit risk

The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk, foreign currency risk.

(c) Foreign currency risk

The company imports certain assets and material from outside India. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently the company is exposed to foreign currency risk and the results of the company may be affected as the rupee appreciates/ depreciates against foreign currencies. Foreign exchange risk arises from the future probable transactions and recognized assets and liabilities denominated in a currency other than company's functional currency.

The company measures the risk through a forecast of highly probable foreign currency cash flows and manages its foreign currency risk by hedging appropriately. The Company uses foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company's exposure to foreign currency risk was based on the following amounts as at the reporting dates:

(FC in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Advance to suppliers		
-In GBP		-
-In USD		-
Net exposure to foreign currency risk (assets) -In GBP -In USD		 - -
Trade Payables		
-In GBP	7.60	8.49
-In USD	4.65	4.65
-Foreign Exchange Forward Contracts bought foreign Currency in GBP		-
Net exposure to foreign currency risk (Liabilities) -In GBP -In USD	 7.60 4.65	 8.49 4.71
Net exposure to foreign currency risk (Asset) -In GBP -In USD	 - -	 - -

The following significant exchange rates applied during the year:

Particulars	2019-20 (Year end rates)	2018-19 (Year end rates)
INR/USD	75.33	69.44
INR/GBP	93.61	90.56

Foreign currency sensitivity analysis

Any changes in the exchange rate of GBP and USD against INR is not expected to have significant impact on the Company's profit due to the less exposure of these currencies. Accordingly, a 10% appreciation/depreciation of the INR as indicated below, against the GBP and USD would have increased/reduced profit by the amounts shown below. This analysis is based on the foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variable remains constant:

(INR in Lacs)

Particulars	As at 31 March 2020	As at 31 March 2019
10% Strengthening/weakening of USD against INR	-	-
10% Strengthening/weakening of GBP against INR	-	-

The following table gives details in respect of outstanding foreign currency forward held by the company to mitigate the risk of changes in exchange rates on foreign currency exposure

(FC in Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Contracts against export		
-In USD	-	-
Contracts against Import		
-In USD	-	-
-In GBP	-	-

(d) Interest Rate Risk

The company is also exposed to interest rate risk, changes in interest rate will affect future cash flows.

Liquidity Risk

The financial liabilities of the company, other than derivatives, include loans and borrowings, trade and other payables. The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Ultimate responsibility of liquidity risk management rests with board of directors.

The company monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool. The company plans to maintain sufficient cash and marketable securities to meet the obligations as and when falls due.

The below is the detail of contractual maturities of the financial liabilities of the company at the end of each reporting period:

(INR in Lacs)

Particulars	Financial Year 2019-20	Financial Year 2018-19
Borrowings at effective rate of interest		
Within 1Year	574.56	487.68
More than 1 Years	7,515.87	8,104.08
Trade Payables		
Within 1Year	1,468.02	1,596.38
More than 3 Years	-	-
Other Financial liabilities at EIR		
Within 1Year	-	-
More than 3 Years	-	-

(iii) Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the company. The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities.

Write off Policy

The financials assets are written off in case there is no reasonable expectation of recovering from the financial asset.

40. Capital Management

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's gearing ratio was as follows:

(INR in Lacs)

Particulars	**Financial Year 2019-20**	**Financial Year 2018-19**
Borrowing	8,689.05	9,155.66
Less: Cash and Bank Balance	5,589.43	4,974.57
Net Debt	3,099.62	4,181.09
Total Equity	33,795.15	33,043.63
Capital and Net Debt	36,894.77	37,224.63
Gearing Ratio	**8.40**	**11.23**

Further, there have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

There were no changes in the objectives, policies or processes for managing capital during the year ended 31 March 2020 and 31 March 2019.

41. In accordance with the Ind AS-36 on Impairment of Assets, the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment, it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

42. The Company owes dues of Rs Nil (Previous Year Rs. Nil) towards Micro and Small Enterprises, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

43. There are no material events after the reporting period having significant impact on financial statement.

44. Previous Year figures have been regrouped/ reclassified wherever considered necessary.

45. The Consolidated Financial Statement has been approved by the Board of Directors as on 31st July, 2020

As per our report of even date attached
For Pradip Bhardwaj & Co.
Chartered Accountants
Firm Registration No.: 013697C

For and on behalf of the Board of Directors
Phoenix International Limited

Sd/-
Per Pradip Bhardwaj
Partner
M.No. 500220

Narender Makkar
Company Secretary

Narendra Aggarwal
Director
DIN:00027347

P.M Alexander
Director
DIN:00050022

G.K Mishra
Chief Finance Officer

Place: New Delhi
Date : 31.07.2020