

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of T.C. Terrytex Limited will be held on Thursday, 30th November, 2021 at 10:00 a.m. at the registered office of the Company situated at Village Sarsini, Amb-Chd Highway, Near Lalru, Tehsil Derabassi, Lalru, to transact the following business:

ORDINARY BUSINESS

- 1. Adoption of the Audited Financial Statements as on 31st March, 2021**
To receive, consider and adopt the Audited Financial Statements as at 31st March, 2021 together with Report of Auditors and Directors thereon.
- 2. Appointment of director, who is eligible for retire by rotation**
To re-appoint Mr. Sunil Kaura (DIN: 05126396) (Wholetime Director) who retires by rotation and being eligible, seeks reappointment.

3. Unwillingness of Statutory Auditor

M/s RAV ASSOCIATES., Chartered Accountants, 1225/1, Sector-34C, Chandigarh, having ICAI registration No. 021000N, was appointed as the Statutory Auditors for a period of five years from till AGM to be held in 2021. The company has received unwillingness from M/s RAV ASSOCIATES., Chartered Accountants for their re-appointment as Statutory Auditors.

We are searching new statutory auditor as per the requirement of companies' act 2013 as soon as possible.

SPECIAL BUSINESS

ORDINARY RESOLUTION:

- 4. Ratification of remuneration to Cost Auditors**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013 and other

applicable provisions of the Companies Act, 2013 read with rules made thereunder (including all statutory modifications of re-enactment thereof for the time being in force), M/s SDM & Associates, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2021-22, be paid a remuneration of INR 30,000 per annum plus applicable service tax and out of pocket expenses that may be incurred.

By Order of the Board of Directors
For T.C. Terrytex Limited

Place: Sarsini
Dated: 02 November, 2021


Akhil Satia
Managing Director
DIN: 01138038

Note(s):

1. The relative Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in concerning special business under Item No. 4 -6 of the notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. THE BLANK PROXY FORM IS ENCLOSED HERewith. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.


3. The Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

4. All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Sundays and Holidays during office hours up to the date of the Annual General Meeting.

5. The shares of the company are not listed on any stock exchange.

6. The members are requested to bring the copy of Annual Report and Attendance Slip duly filled in to the Annual General Meeting.

By Order of the Board of Directors
For **T.C. Terrytex Limited**



Place: Sarsini
Dated: 02 November, 2021

Akhil Satia
Managing Director
DIN: 01138038

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

As required by Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the Special Business mentioned under Item No. 4 of the accompanying Notice:

Item No-4

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s SDM & ASSOCIATES, Cost Accountants, Mohali of the Company to conduct the audit of Cost records of the Company for the financial year ending 31st March, 2021 at the remuneration of Rs. 30,000/-.

In accordance with the provisions of the Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 4 of the notice for reappointment of the auditor and remuneration payable to the Cost Auditors for the financial year ending March 31st, 2021.

None of the Directors / Key managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the Shareholders.

Place: Sarsini

Dated: 02 November, 2021



Akhil Satia
Managing Director
DIN: 01138038

Dear Members,

Your Directors take great pleasure in presenting the Annual Report on the business and operations of your Company T.C. Terrytex Limited, along with the audited financial statement of accounts and the Auditors' Report for the financial year ended 31st March 2021. The highlights of the financial results for the year under review are given below:

1. FINANCIAL SUMMARY

The Company's financial performance, for the year ended March 31st2021 is summarized below:

Particulars	(Amount in lacs)		
	Standalone Year Ended		
	March 2021	31th	March 31 th 2020
Revenue from Operations		44592.73	46596.07
Other Income		60.48	51.16
Profit Before Tax and extra ordinary and exceptional items		493.53	358.50
Exceptional items		0.45	-
Profit Before Tax		493.08	358.50
Current Taxes		82.30	59.84
Mat credit entitlement		(82.30)	(59.84)
Income Tax – previous year		(108.97)	(1.57)
Profit After Tax		602.05	360.07
Earnings Per Share (Nominal Value of Share Rs. 10/-)		0.47	0.29
Basic/Diluted (Amt. in Rs.)			

2. OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance are as under:

During the financial year 2020-21, the export sales increase to INR 26,834.47lakhs from INR 26,727.08lakhs and the domestic sales decreased to INR 15164.92 lakhs from INR 16,462.83lakhs. During the year under review your Company has achieved a turnover of INR 44653.21 lakhs as against INR 46,647.23lakhs in the previous year thereby registering an overall growth in the year.

16,462.83lakhs. During the year under review your Company has achieved a turnover of INR 44653.21 lakhs as against INR 46,647.23lakhs in the previous year thereby registering an overall growth in the year.

3. CHANGE IN NATURE OF BUSINESS.

There has been no change in the nature of the business of the company during the period under review.

4. MATERIAL CHANGES AND COMMITMENTS

During the year under review, there have been no material changes and commitments affecting the affairs/financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

5. DIVIDEND

The Management has considered it prudent to plough back the profits into the business in view of proposed capex and working capital requirement for future growth prospects as such your Directors have decided not to recommend any dividend for the year under review.

6. TRANSFER TO GENERAL RESERVES

In view of the further growth plan and planned investments of the Company. Your Directors have decided to retain 100% of Profit after Tax of the year under review for future expansion and propose to transfer to the General Reserve of the Company.

7. CHANGES IN SHARE CAPITAL

Company issued 30,00,000 shares @ Rs. 10/- each of 3,00,00,000 on 06.01.2021 via right issue to Mr. Akhil Satia hence, Share Capital of the company during the Financial Year 2020-21, Equity Shares 1,31,31,82,800/- @ Rs. 10/- each

8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis and Corporate Governance Report for the year under review is presented in a separate section and forming part of this Annual Report.

9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company doesn't have any Subsidiary, Joint venture or Associate Company.

10. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) & 134 (5) of the Companies Act, 2013 the Board of Directors hereby confirm, to the extent applicable that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and



fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the year ended on that date;

- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review Mr. Sunil Kaura, Whole Time Director was reappointed as whole time director for five years w.e.f. 01.04.2020. Mr. Kuldeep and Ms. Neha Singla appointed as a independent director on 19.06.2020. Mr. Manjeet singh and Mr. Sohan Lal appointed as a additional independent director on 17.09.2020 and 07.10.2020.

As on 31.03.2021, the Board comprises of the following directors:

- | | | |
|------------------|---|----------------------|
| 1. Akhil Satia | : | Managing Director; |
| 2. Sunil Kaura | : | Whole time Director; |
| 3. Neha Sehgal | : | Women Director; |
| 4. Manjeet Singh | : | Independent Director |
| 5. Sohan Lal | : | Independent Director |
| 6. Kuldeep | : | Independent Director |
| 7. Neha Singla | : | Independent Director |
| 8. Rajeev Chopra | : | CFO |
| 9. Manjeet kharb | : | Company Secretary |

RE-APPOINTMENTS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of your Company, and Ms.Neha Sehgal, Women Director retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Necessary resolutions for the appointment and re-appointment of the aforesaid Directors have been included in the Notice convening the ensuing AGM and details of the proposal for appointment and re-appointment are mentioned in the Explanatory Statement to the Notice.

None of the directors are disqualified as per the provisions of sub section (2) of section 164 of the Companies Act, 2013.

12. NO. OF MEETINGS OF THE BOARD

The Board met FIFTEEN (16) times during the financial year 2020-21 as against the minimum requirement of four (4) Board Meetings as per the Companies Act, 2013.

Below are the details of the meeting:



S No	Date of Meeting	Directors Present
1	11.05.2020	1.Akhil Satia 2.Sunil Kaura 3.Neha Sehgal
2	19.06.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Kuldeep 5.Neha signla
3	15.07.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal
4	05.08.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal
5	27.08.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal
6	04.09.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal
7	17.09.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal
8	01.10.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh
9	07.10.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh
10	30.11.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. SohanLal
11	11.12.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal



		4. Manjeet singh 5. Sohan Lal
12	17.12.2020	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. Sohan Lal
13	06.01.2021	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. Sohan Lal
14	09.02.2021	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. SohanLal
15	22.02.2021	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. SohanLal
16	22.03.2021	1. Akhil Satia 2. Sunil Kaura 3. Neha Sehgal 4. Manjeet singh 5. SohanLal

13. MEMBERS MEETINGS

Annual General Meeting was held on 31.12.2020 at the registered office of the Company at Village Sarsini, Ambala - Chandigarh Highway, Near Lalru, Tehsil Derabassi.



14. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with the related parties were either in the ordinary course of business and on an arm's length basis or approval as required were taken as per section 188 of Companies Act, 2013 and relevant rules. Further, during the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material for the approval of the shareholders in the general meeting.

The particulars of Contract or arrangements with related parties referred to in Section 188 (1), as prescribed in Form AOC -2 of the rules prescribed under Chapter IX relating to Accounts of the Companies under the Companies Act, 2013 is appended as **Annexure I**

15. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Provisions relating to constitution of CSR committee are not applicable to the Company.

16. RISK MANAGEMENT

The Board of Directors of the Company and the Audit Committee periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, together form the Best Management System (BMS) that governs how the Company conducts the business and manages associated risks.

The Company has introduced several improvements such as Internal Controls Management and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by Internal Audit methodologies and processes.

17. INTERNAL FINANCIAL CONTROLS

As per Section 134(5)(e) of the Companies Act 2013, the Directors have an overall responsibility for ensuring that the Company has implemented adequate internal financial controls with reference to financial statements. During the year, such control Systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by the Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee of the Company.

During the year, controls were tested and no reportable material weakness in design and effectiveness was observed.

18. DECLARATION BY INDEPENDENT DIRECTORS.

Mr. Kuldeep and Ms. Neha Singla were appointed additional independent director on 19.06.2020. Mr. Manjeet Singh and Mr. SohanLal were appointed the additional Independent Directors on 17.09.2020 and 07.10.2020 of your Company Based upon the confirmation/ disclosures received from Independent Directors, the Board is of the opinion that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 & the Rules made thereunder.

19. BOARD EVALUATION

The evaluation of individual directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.



The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management on 31.03.2021. In the board of directors of the company Mr. Manjeet Singh and Mr. SohanLal Independent Directors at the end of the year company has **Two** executive directors (one is Managing Director and other **One** is Whole Time Director, **One** (Non- Executive) director women director and **Four** Independent Director. The composition of Board represents an optimal mix of professionals, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution through circulation, as permitted by law, which are confirmed in the subsequent Board meeting. The Agenda for the Board meeting includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Discussion with the Independent directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made there under, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent and managers of the management. All the independent directors of the Company shall strive to be present at such meetings. The meeting shall review the performance of non-independent directors and the Board as a whole, review the performance of the Chairman of the Board, taking into account the views of the executive directors and non-executive directors, assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for it to effectively and reasonably perform its duties.

20. AUDITORS AND AUDITORS' REPORT

A. Statutory Auditors

M/s RAV ASSOCIATES., Chartered Accountants, 1225/1, Sector-34C, Chandigarh, having ICAI registration No. 021000N, was appointed as the Statutory Auditors for a period of five years from till AGM to be held in 2021. The company has received unwillingness from M/s RAV ASSOCIATES., Chartered Accountants for their re-appointment as Statutory Auditors.

The Statutory Auditors M/s, RAV Associated, Chartered Accountants have submitted their report on financial state of affairs of your **Company for the financial year ended 31st March, 2021. The report of Auditor's and notes on accounts is self-explanatory** and to the qualified opinion of Auditors, the Board's explanation is as follows:

Auditors Emphasis:

We draw attention that the Company has not provided deferred tax liability in books of accounts



in accordance with Accounting Standards-22, Accounting for taxes on income”.

Our opinion is not modified in respect of this matter.

We have not provided Deferred Tax Liability in the books due to the capitalization in the plant & machinery during the current year. We are of the opinion that we have to reverse this liability in the financial year 2021-22. So, instead of providing liability in current year & reverse in next year, we have decided not to provide any liability in the current year.

B. Cost Auditors

The Companies (Cost Records and Audit) Rules, 2014 the Company being covered under criteria for the purpose of audit of cost records as per the new cost audit rules, 2014.

M/s SDM & ASSOCIATES, Cost Accountants, Mohali, Punjab in their Board Meeting held on 15TH JULY, 2020 on recommendation of the Audit Committee Appointed for the audit of Cost Record for financial year 2020-21 subject to ratification of remuneration by members in Annual General Meeting.

The Cost Auditor M/s, SDM & Associates, Cost Accountants have submitted their report on Cost record of your Company for the financial year ended 31st March, 2021. The report of Auditor's is self-explanatory and observations and suggestions made by cost auditor are as under

- **A. Dyed Yarn**
- **Company purchase or manufacture yarn in kilograms where as final product i.e towel is sold in pieces. There must be some reconciliation of Killograms v/s pieces or meters..**
- **B. Others**
- **Working capital seems to be kept on higher side as the ratio to total cost is of production almost four times which needs a review.**
- **Stores and Consumption ratio is on higher side at 45 months (P/Y 61 months)**
- **There is difference in turnover as per GST returns filed and turnover as recorded in Profit & Loss Accounts which needs to be reconciled.**
- **Due to COVID-19, Operations of the company were stopped for the month of April and May 2020. So expenses incurred during this period are treated as non-cost and kept as item of reconciliation**



C. Secretarial Auditor

M/s Neeraj Jindal & Associates, Company Secretaries, Chandigarh, the Secretarial Auditor of the Company appointed by the Board of Directors as Secretarial Auditors for the financial year 2020-21. The Auditors have submitted their Secretarial Audit Report for the financial year ended

March 31, 2021 and is annexed herewith as **Annexure II** to this Report.

The Report is self-explanatory, apart from following observations as made:

Apart from observations and emphasis in Statutory Auditors' Report and Cost Auditors' Report for F.Y. ended 31.03.2021, following observations are made during secretarial Audit.

(a) Shiv Parivar trust(not registered) is shown as the shareholder in the company where as the registered share holders is one of the trustees for which form MGT 6 has been filed, who in turn holds the shares for beneficial interest of the trust. It is suggested to change the name to the one as shown n MGT 6 as registered shareholder.

(b) The company has issued shares on right basis in January 2021 and shares were Dematerialized by the company.

(c) The Company has not filed form Dir 12 for appointment of Mr. Kuldeep and Mrs. Neha Singla on board dated 19.06.2020

Company will do the needful in the f.y. 2021-2022 to comply.

M/s Neeraj Jindal & Associates, Company Secretaries, Chandigarh, in their Board Meeting held on 19th June, 2021 appointed as Secretarial Auditor for financial year 2021-2022.

D. Internal Auditors

Mr. Rohit Jain, partner of M/s Jain Rohit & Co, Chartered Accountant, is the Internal Auditors of your Company.

The Internal Auditors have reviewed the design and operating effectiveness of various process covering the surveillance, operational, statutory compliances, business development, administrative, human resource, financial & accounting aspects of your Company.

The Internal Auditors were satisfied with the management response on the observation and recommendations made by them during the course of their audit and have expressed satisfaction with the internal systems, controls and process followed by your Company.

21. COMMITTEES OF THE BOARD

During the year under review and in accordance with the Companies Act, 2013 and other laws the Company currently has the following committees as under:

Audit Committee

Nomination and Remuneration Committee

Details of all the Committees along with their compositions and meetings held during the year are provided in **Annexure III** to the Report.

22. COMPANY POLICY(S)



The Company has adopted the following Policies the details are attached as **Annexure IV, V** respectively.

- (a) Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees.
- (b) Vigil Mechanism & Whistle Blower Policy.

The audit committee of the Company oversees the procedures of vigil mechanism for directors and employees to report their genuine concerns or grievances.

23. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided as under:

Name of the Entity	Relation	Amount in Rs.	Particulars of Loans, Guarantees and Investments	Purpose for which the loan, guarantee and investment are proposed to be utilized
UBI KBC Mutual Funds	Investment	52.50	Investment	-
IOB Gold Sovereign Bond	Investment	5.91	Investment	-
FDR given to SBI as collateral security against the credit facility availed from consortium.	Investment	232.41	Investment	

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure VI** to this Report.



25. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013 an extract of Annual Return in the prescribed format MGT – 9 is annexed herewith as **Annexure VII** to this Report.

26. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Rules 5(2) and 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the information and other particulars of the employees was in receipt of remuneration at a rate which is in aggregate was not less than One Crore and Two Lacs rupees is as under: **NIL**

27. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act. Nil
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme or provision of money in accordance with any scheme approved by company through special resolution for the purchase of fully paid-up shares in the company held by trustees for the benefit of the employees of the company or such shares held by the employees of the company.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

28. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The Company is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is committed to promote a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity.

The following is a summary of sexual harassment complaints received and disposed off during the year 2020- 21.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

29. ACKNOWLEDGEMENT

The Board of Directors acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, financial institutions, government and other agencies. Your Directors thank the customers, vendors and other business associates for their continued support

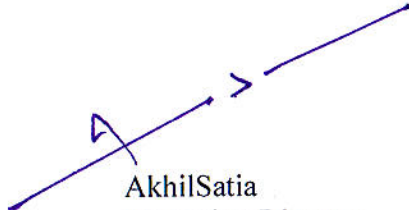


in the company's growth.

Your Directors also wish to place on record their appreciation to the contribution made by employees because of which, the Company has achieved impressive growth through the competence, hard work, solidarity and co-operation at all levels.

For and on behalf of Board of Directors
T.C. Terrytex Limited

Place: Sarsini
Dated: 02.11.2021



Akhil Satia
Managing Director
DIN: 01138038



Sunil Kaura
Whole time Director
DIN: 05126396



ANNEXURE I

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 arm's length transactions under third proviso thereto

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

S No.	Name(s) of the related party and nature of relationship:	Nature of contracts/arrangements/transactions:	Duration of the contracts / arrangements/ transactions:	Salient terms of the contracts or arrangements or transactions including the value, if any:	Justification for entering into such contracts or arrangements or transactions:	Date(s) of approval by the Board:	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	

Nil

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

Details of Related party transactions of the company, with its promoters, the directors

S No	Name(s) of the related party and nature of relationship:	Nature of contracts/arrangements/transactions:	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
(a)	(b)	(c)	(d)	(e)	(f)	
1.	Sabhyata Mehra (Relative Of KMP)	Employment	One year from 01.04.2020.	21.71 Lakhs P.A.	01.04.2020 (resolution by circulation)	Nil




2.	PukhrajKaura (Relative of KMP)	Employment	01.04.2020	4.55 Lakhs P.A.	01.04.2020 (resolution by circulation)	nil
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Details of Related party transactions of the company, with its promoters, the directors or the Management, their relatives or with the subsidiaries of the Company etc. are present under Note No: 2.11.2 (other information) with Annual Accounts of financial Year ending 31.03.2021.

For and on behalf of Board of Directors
T.C. Terrytex Limited

Place: Sarsini
Dated: 02.11.2021


Akhil Satia
Managing Director
DIN: 01138038


Sunil Kaura
Whole time Director
DIN: 05126396



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]*

To,

The Members,
T.C.TERRYTEX LIMITED
Village Sarsini, Amb-Chd Highway
Near Lalru, Tehsil- Derabassi
Lalru, Punjab-140501

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by T.C. Terrytex Limited. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1st April, 2020 to 31st March, 2021 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:

I. I have examined the books, papers, minute books, forms and returns filed and other records maintained by ("The Company") for the financial year ended on 31st March, 2021 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under subject to notes given at the end of this report;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (Not applicable to the company) ;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (to the extent applicable to the company)

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the company)

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the company);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992(Not applicable to the company);
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the company);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the company);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the company);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company);

(VI) Based on the certificates received from Managing Director of the company by and large the company has been complying with various provisions of Industrial and Labour Laws, Taxation Laws and other applicable laws/act, central/state government regulations as applicable to T.C. TERRYTEX LIMITED Standalone Financial Statements for period 01/04/2020 to 31/03/2021 them and as has been certified by the Managing Director.



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as applicable on date.
- (ii) The Listing Agreements entered into by the Company with (Not Applicable)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.\ mentioned above subject to following observations as made:

(a) Shiv Parivar trust(not registered) is shown as the shareholder in the company where as the registered share holders is one of the trustees for which form MGT 6 has been filed, who in turn holds the shares for beneficial interest of the trust. It is suggested to change the name to the one as shown n MGT 6 as registered shareholder.

(c) The company has issued shares on right basis in January 2021 and shares were Dematerialized by the company.

(d) (c) The Company has not filed form Dir 12 for appointment of Mr. Kuldeep and Mrs.

Neha Singla on board dated 19.06.2020

I further report that

Subject to our observation at *point b and c* above the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors but no 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.*(Subject to notes given at the end of this report)

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 member's views are captured and recorded as part of minutes.

We further report that as represented by the company and relied upon by us and based on the information received and records maintained, 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.

Other Matters

Due to COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by management through digital means.

*Notes:

1. We have relied on the financial statements as approved by the Board of Directors and submitted to the Statutory Auditors and we have also relied on the report of Statutory Auditors.

This Secretarial Audit Report has to be read along with the covering letter signed on the even date.

Place: Chandigarh.

For Neeraj Jindal & Associates

Date: 03.09.2021.

Sd.
Company Secretaries
CS Neeraj Jindal
M. No. F8270
CP No. 9056



UDIN : F008270C000887841

To

The Members,

T.C.TERRYTEX LIMITED
Village Sarsini, Amb-Chd Highway,
Near Lalru, Tehsil- Derabassi,
Lalru, Punjab-140501

T.C. TERRYTEX LIMITED Standalone Financial Statements for period 01/04/2020 to 31/03/2021

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process 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. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I 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 applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

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

Place: Chandigarh.

For Neeraj Jindal & Associates

Date: 03.09.2021

Company Secretaries
CS Neeraj Jindal
M.No. F 8270
CP No. 9056.
UDIN F008270C000887841



ANNEXURE III

COMMITTEE(S) OF THE BOARD

The Board Committee(s) play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a close review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Minutes of the meetings of all Committees are placed before the Board for their review and recommendations.

Currently the Board has two committees:

1. Audit committee; and
2. Nomination and Remuneration Committee.

The Executive Chairman of the Board, in consultation with the Company Secretary and the committee chairperson, determines the frequency and duration of the committee meetings.

The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

A. AUDIT COMMITTEE

Our Audit Committee ('the committee') comprises two Independent Directors and one Executive Director. Mr. Kuldeep and Ms. Neha Singla (Independent Director) appointed on 19.06.2020 Mr. Manjeet Singh (Independent Director) appointed on 17.09.2020, Mr. Sohan Lal (Independent Director) appointed on 07.10.2020 and Ms. Neha Sehgal, director was added as a member of audit committee.

All the members of the Audit Committee have relevant experience in financial matters.

The Company Secretary acts as the secretary to the committee.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and *inter alia* performs the following functions:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.*
- Reviewing the financial statements and draft audit report, including the quarterly/half –yearly financial information.*
- Reviewing with the management the annual financial statements before submission to the Board.*
- Reviewing the Company's financial and risk management policies.*
- Reviewing with the Management, external and internal auditors, the adequacy of internal control systems.*
- Recommending the appointment and removal of external auditors, fixation of audit fee.*



the Board adopted the Vigil Mechanism Policy to report their genuine concerns or grievances. It also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism, and allows direct access to the Chairperson of the audit committee in exceptional cases. We further affirm that no director or employees has been denied access during fiscal 2021.

During the year under review each and every recommendation made by the Audit Committee has been reviewed and accepted by the Board. There are no such matters which require disclosure and reasons for non-acceptance of the recommendation of Audit Committee.

The Audit Committee met four times in financial year 2021 viz on 26th June, 2020, 30th September, 2020, 28th December 2020 and 26th March 2021. The names and categories of the members their attendance at audit committee meetings held during the year are as under.

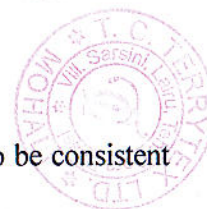
Name	Category	Designation	Number of Meetings held during the year 2020-21	
			Held	Attended
Ms. Neha Sehgal	Director	Member	4	4
Mr. Kuldeep	Independent Director	Member/Chairman	4	2
Ms. Neha Singla	Independent Director	Member	4	2
Mr. Manjeet Singh	Independent Director	Member/Chairman	4	3
Mr. Sohan Lal	Independent Director	Member	4	2

B. NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee in order to be consistent with the requirements of the Companies Act, 2013.

The Committee has been entrusted with the responsibilities to identify persons who are qualified to become directors and who may be appointed in the Senior Management. The committee shall recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and ensure its implementation and approve the Annual Remuneration Plan of the Company.

Our Nomination and Remuneration Committee comprises of Mr. Manjeet Singh, Independent Director as its Chairman, Mr. Sohan Lal, Independent Director and Ms. Neha Sehgal (Non-Executive Director) as its members. The meetings of the Committee were held on 27th November, 2020 and 26th February, 2021 during the year.



The names and categories of the members their attendance Nomination & Remuneration Committee meetings held during the year are as under:

Name	Category	Designation	Number of Meetings held during the year 2020-21	
			Held	Attended
Ms. Neha Sehgal	Non-Executive Director	Member	2	2
Mr. Manjeet Singh	Independent Director	Member/Chairman	2	2
Mr. Sohan Lal	Independent Director	Member	2	2

For and on behalf of Board of Directors
T.C. Terrytex Limited

Place: Sarsini
Dated: 02.11.2021


Akhil Satia
Managing Director
DIN: 01138038


Sunil Kaura
Whole time Director
DIN: 05126396



ANNEXURE IV
Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees

The Company considers human resources as its invaluable assets. The Company has adopted policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of the Companies Act, 2013 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

Objective and purpose of the policy

To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;

The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.

To formulate the criteria for evaluation of performance of all the Directors on the Board;

To devise a policy on Board diversity; and

To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Constitution of the Nomination and Remuneration Committee

The Board has constituted the "Nomination and Remuneration Committee" of the Board. This is in line with the requirements under the Companies Act, 2013 ("Act").

The Board has authority to reconstitute this Committee from time to time.

The Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

(a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;



(b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

(c) Evaluation of performance:

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

(d) Board diversity:

The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board, in accordance with the Board Diversity policy.

(e) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

(a) the remuneration of the Managing Director, Whole-time Directors and KMPs

(b) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;

(c) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to

(i) attract and motivate talent to pursue the Company's long term growth;

(ii) demonstrate a clear relationship between executive compensation and performance; and

(iii) be reasonable and fair, having regard to best governance practices and legal requirements.

(d) the Company's equity based incentive schemes including a consideration of performance thresholds and regulatory and market requirements;

(e) the Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and

(f) The Company's remuneration reporting in the financial statements and remuneration report.



PART – B

Policy for appointment and removal of Director, KMPs and Senior Management

Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

Term / Tenure

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven in case of listed and ten in case of unlisted public companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the



provisions and compliance of the said Act, rules and regulations.

Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

PART – C

Policy relating to the remuneration for Directors, KMPs and other employees

General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

1. Fixed pay

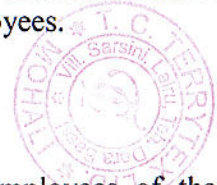
The remuneration and reward structure for employees comprises two broad components — annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This may comprise in two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Every employee is required to sign a performance contract i, e. KRAs, which clearly articulates the key performance measures for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance contract and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber,



and high potential personnel in a competitive global market.

b) Long-term rewards

Long-term rewards may include Long-Term Incentive Plans (LTIP) under which incentives would be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organisation, and length of service under the supervision and approval of the Committee. The company could implement various long term awards schemes that could include Long Term Incentive Programme (LTIP) spread over several years with payouts in multiple tranches linked to Company's performance. Another form of long term awards could be in the nature of stock options of the company. Stock Options may be granted to key employees and high performers in the organisation who would be selected by the Committee based on their criticality, past performance and potential. The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

2. Minimum remuneration to Managing Director

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Remuneration to Non-Executive / Independent Directors

1. Remuneration

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

2. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

For and on behalf of Board of Directors

T.C. Terrytex Limited



Place: Sarsini
Dated: 02.11.2021

A
AkhiSatia
Managing Director
DIN: 01138038

SI
Sunil Kaura
Whole time Director
DIN: 05126396



VIGIL MECHANISM & WHISTLE BLOWER POLICY

Your Company in compliance of Section 177 of the Companies Act, 2013 has established and adopted a vigil mechanism and whistle policy for the directors and employees to report genuine concerns in such manner as may be prescribed.

BROAD POLICY OBJECTIVES

The vigil and whistle blower mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

INVESTIGATION

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee (AC) may investigate and may at its sole discretion consider involving any other Officer of the Company including Vigilance and Security Superintendent of the Company for the purpose of investigation.

DECISION AND REPORTING

Audit Committee along with its recommendations will report its findings to the Managing Director through the nodal officer within 15 days of receipt of report for further action as deemed fit. In case *prima facie* case exists against the subject, then the Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.

SECRECY / CONFIDENTIALITY

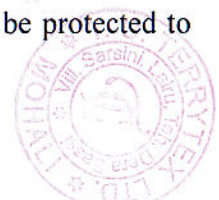
The complainant, Nodal officer, Members of Audit committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy; discuss only to the extent or with those persons as required under this policy for completing the process of investigations; Not keep the papers unattended anywhere at any time; keep the electronic mails / files under password.

PROTECTION

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable



directions in this regard.

ADMINISTRATION AND REVIEW OF THE POLICY

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

For and on behalf of Board of Directors

T.C. Terrytex Limited

Place: Sarsini
Dated: 02.11.2021



Akhil Satia
Managing Director
DIN: 01138038



Sunil Kaura
Whole time Director
DIN: 05126396

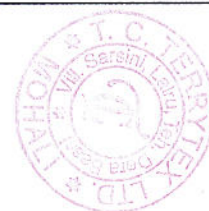


ANNEXURE VI

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report of the year ended March 31, 2021

A. CONSERVATION OF ENERGY	
i) The steps taken or impact on conservation of energy.	<p>i) The conservation of energy is a continual activity(s). The company is putting a lot of emphasis/efforts on energy savings measures. It has been Company's continuous endeavor to follow strict guidelines and standard on preventive maintenance.</p> <p>Preventive maintenance is performed on some of the basic mechanical components through knowledge of replacement and alignments of parts thereby saving energy for the Company.</p>
	<p>ii) Maintenance of machines play a vital role in energy saving. We undertake preventive maintenance on regularly intervals to make machines & utilities in perfect running condition.</p>
ii) The steps taken by the Company for utilizing alternate sources of energy.	<p>The Company's captive biomass (rice husk) power plant has further reduced its power cost, besides independence in providing continuous power supply. It has resulted in reducing breakdown time of the machinery thus improving sales realizations</p>
iii) The capital investment on energy conservation equipment;	<p>i) The Company has replaced incandescent lighting with compact fluorescent lighting (CFL) and LED both indoors and outdoors.</p>



iv) Power and Fuel Consumption:

1. Electricity	Particular	UOM	2020-21	2019-20
	(a) Purchased			
	Units	Kwh	22347645	23059899
	Total amount	Rs.	146530862	152899491
	Rate/unit	Rs./KWH	6.54	6.61
	(b) Own generation			
	(i) Through diesel generator			
	Units	Kwh	54600	70665
	Units per ltr. of diesel oil	Kwh	4.20	4.20
	Cost/unit	Rs./KWH	17.87	15.33
	(ii) Through steam turbine			
	Units	Kwh	0	0
	Total amount	Rs.	0	0
	Cost/units	Rs./Kwh	0	0
2. Diesel (specify quality and where used)	Quantity	Ltrs	13000	16825
	Total cost	Rs.	975910	1083415
	Average rate	Rs./Ltrs	75.07	64.61
3. Steam	Particular	UOM		



	Quantity	Mt.	85672	88945
	Total amount	Rs.	97953346	107594806
	Average rate	Rs/Mt.	1.14	1.21
4. Others/Internal Generation				
	Quantity		N.A	N.A
	Total cost		N.A	N.A
	Rate/unit		N.A	N.A
B. Consumption				
Towels	Quantity	Qtls	0	0
Electricity	Per Unit Consumption	Kwh / Qtls	0	0

B. TECHNOLOGY ABSORPTION

<i>i) the efforts made towards technology absorption;</i>	<i>The Co has adopted various products for steam and condensate recovery system from one of the leading vendors of the sector.</i>
ii) the benefits derived like product improvement, cost reduction, production development, import substitution;	Which results in the reduction in steam generation cost
iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	NA
a. the details of technology imported ;	NA
b. the year of import;	NA
c. whether the technology been fully absorbed;	
d. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and	NA



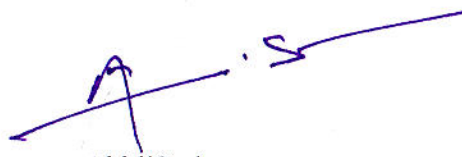
iv) the expenditure incurred on Research and Development.	NA
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C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	Amount in Lakhs	
	As on 31.3.2021	As on 31.3.2020
Earnings	26399.14	26526.07
Outgo	149.51	999.26

For and on behalf of Board of Directors
T.C. Terrytex Limited

Place: Sarsini
Dated: 02.11.2021



Akhil Satia
Managing Director
DIN: 01138038



Sunil Kaura
Whole time Director
DIN: 05126396



**INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF

**T.C. TERRYTEX LIMITED
V. SARSINI****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **T.C. Terrytex Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2021 and the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Information Other than the Standalone 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 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.



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

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

Emphasis of Matter

We draw attention that the Company has not provided deferred tax liability in books of accounts in accordance with Accounting Standards-22, Accounting for taxes on income”.

Our opinion is not modified in respect of this matter.

Responsibilities of Management for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an



auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 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 March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:



- i) The company has disclosed the impact of pending litigations in Notes on Accounts point number 3 of Notes to accounts relating to contingent liability.
 - ii) As per the information made available to us the company has not entered for any long term contracts including any derivative contract and has not provided for any material foreseeable losses.
 - iii) The company has not declared dividend, thereby no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: V. SARSINI
Date:02.08.2021

UDIN- 21504847AAAAIP5143

For RAV & Associates
Chartered Accountants
FRN: 021000N



Rupali Goyal
(Partner)
M. No. : 504847

T.C. TERRYTEX LTD., V.SARSINI
BALANCE SHEET AS AT 31.03.2021

		Amount In INR Lacs		
S.NO.	PARTICULARS	NOTE	Year Ended On 31st March.,2021	Year Ended On 31st March.,2020
I. EQUITY AND LIABILITIES				
1) SHAREHOLDERS' FUNDS				
	A) Share Capital	2.1.1	13,131.83	12,831.83
	B) Reserves and surplus	2.1.2	1,505.87	903.82
	C) Money Received against Share Warrants	2.1.3	0.00	0.00
	Sub-Total		14,637.69	13,735.64
2) SHARE APPLICATION MONEY PENDING ALLOTMENT				
		2.2	0.00	0.00
3) NON CURRENT LIABILITIES				
	A) Long Term Borrowings	2.3.1	5,598.80	5,394.71
	B) Deferred tax Liabilities	2.3.2	0.00	0.00
	C) Other Long Term Liabilities	2.3.3	622.91	896.76
	D) Long Term Provisions	2.3.4	339.68	318.87
	Sub-Total		6,561.39	6,610.34
4) CURRENT LIABILITIES				
	A) Short term borrowings	2.4.1	15,123.19	14,868.84
	B) Trade payables	2.4.2	6,023.26	6,376.54
	C) Other Current Liabilities	2.4.3	382.65	459.17
	D) Short term provisions	2.4.4	331.11	335.66
	Sub-Total		21,860.20	22,040.21
	Grand Total		43,059.28	42,386.20
II. ASSETS				
1) NON CURRENT ASSETS				
A) FIXED ASSETS :				
	i) Tangible assets	2.5.1	10,496.25	11,232.28
	ii) Intangible assets		0.00	0.00
	iii) Capital work-in-progress		994.73	758.53
	iv) Intangible assets under development		0.00	0.00
	Sub-Total		11,490.99	11,990.82
	B) Non-current Investment	2.5.2	232.41	220.19
	C) Deferred tax assets	2.5.3	0.00	0.00
	D) Long term loan and advances	2.5.4	235.36	230.46
	E) Other non-current assets	2.5.5	0.00	2.65
	Sub-Total		467.77	453.31
2) CURRENT ASSETS				
	A) Current investment	2.6.1	58.41	62.16
	B) Inventories	2.6.2	17,397.42	19,103.59
	C) Trade receivables	2.6.3	9,993.43	7,485.73
	D) Cash and cash equivalents	2.6.4	1,013.74	1,111.30
	E) Short-term loans and advances	2.6.5	31.97	12.93
	F) Other currents assets	2.6.6	2,605.56	2,166.36
	Sub-Total		31,100.53	29,942.07
	Grand Total		43,059.28	42,386.20
			(0.00)	0.00

Document Annexed;

1. Significant Accounting Policies
2. Notes to Accounts

In terms of our separate report of even date.

FOR RUPALI SOYAL & ASSOCIATES
CHARTERED ACCOUNTANTS

FRN : 021000N
RUPALI SOYAL

M. NO. 504847

FRN 021000N
UDIN-21504847AAAAIP5143

DATE : 02.08.2021
PLACE : SARSINI

AKHIL SATIA
(MANAGING DIRECTOR)

SUNIL KAURA
(DIRECTOR)

RAJIV CHOPRA
(CFO)

MANJEET KHARB
(CS)

Naresh Singla (CA)

T.C. TERRYTEX LTD., V.SARSINI
STATEMENT OF PROFIT & LOSS

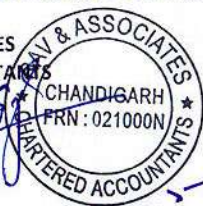
Amount In INR Lacs

S.NO.	PARTICULARS	NOTE	Year Ended On 31st March, 2021	Year Ended On 31st March, 2020
I)	INCOMES :			
	A) Revenue from operations	2.8.1	44,592.73	46,596.07
	B) Other Income	2.8.2	60.48	51.16
	Total Revenue		44,653.21	46,647.23
II)	EXPENDITURES :			
	A) Cost of material consumed	2.9.1	27,592.44	30,617.08
	B) Cost of Purchases - Fabric / Towel		3,700.24	3,476.39
	C) Change in inventories of finished goods, work in progress and stock in trade	2.9.2	1,271.85	(363.03)
	D) Employees benefit expenses	2.9.3	2,693.21	3,018.55
	E) Finance cost	2.9.4	2,621.58	2,652.81
	F) Depreciation and amortization expenses	2.9.5	1,143.50	1,403.68
	G) Other expenses	2.9.6	5,136.87	5,483.25
	Total expenses		44,159.68	46,288.73
III)	Profit before exceptional and extraordinary items and tax (I-II)		493.53	358.50
IV)	Exceptional items	2.10	0.45	0.00
V)	Profit before extraordinary items and tax (III-IV)		493.08	358.50
VI)	Extraordinary items		0.00	0.00
VII)	PROFIT BEFORE TAX (V-VI)		493.08	358.50
VIII)	Tax Expenses			
	A) Current Tax			
	- Income Tax		82.30	59.84
	- Income Tax - Previous Year		(108.97)	(1.57)
	B) Deferred Tax		0.00	0.00
	MAT CREDIT		(82.30)	(59.84)
IX)	Profit (Loss) for the period from continuing operations(VII-VIII)		602.05	360.07
X)	Profit/(Loss) from discontinuing operations		0.00	0.00
XI)	Tax expenses of discontinuing operations		0.00	0.00
XII)	Profit/(Loss) from discontinuing operations (after Tax) (X - XI)		0.00	0.00
XIII)	Profit (Loss) for the period (IX +XII)		602.05	360.07
XIV)	Earnings per Equity Share:			
	A) Basic		0.47	0.29
	B) Diluted		0.47	0.29

In terms of our separate report of even date.

FOR RAV & ASSOCIATES
CHARTERED ACCOUNTANTS

RUPALI GOYA
M. NO. 504847
FRN 021000N
UDIN-21504847AAAAIP5143
DATE : 02.08.2021
PLACE : SARSINI



AKHIL SATIA
(MANAGING DIRECTOR)

SUNIL KAURA
(DIRECTOR)

RAJIV CHOPRA
(CFO)

MANJEET KHARB
(CS)

Naresh Singla (CA)

T.C. TERRYTEX LTD., V.SARSINI

CASH FLOW STATEMENT FOR THE YEAR ENDED ON

31st March.,2021

Amount In INR Lacs

PARTICULARS	Year Ended On 31st March.,2021	Year Ended On 31st March,2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT AFTER TAX	602.05	360.07
ADD: DEPRECIATION	1,140.84	1,401.03
ADD: MISC EXPENSES WRITTEN OFF	2.65	2.65
CASH FROM OPERATIONS	1,745.55	1,763.76
ADD: INCREASE IN CURRENT LIABILITIES & other Liabilities	(434.36)	22.24
LESS: INCREASE IN CURRENT ASSETS	1,256.02	509.95
NET CASH FROM OPERATING ACTIVITIES (A)	55.17	1,276.05
B. CASH FLOW FROM INVESTING ACTIVITIES		
ADDITION IN FIXED ASSETS	(641.01)	(1,104.86)
ADDITION IN NON CURRENT ASSETS	(17.11)	(49.92)
MISC EXPENSES	-	-
NET CASH FROM INVESTING ACTIVITIES (B)	(658.12)	(1,154.79)
C. CASH FLOW FROM FINANCING ACTIVITIES		
INCREASE IN CAPITAL	300.00	-
INCREASE IN TERM LOANS	-	-
INCREASE IN LONG TERM LIABILITIES	(48.95)	(154.67)
INCREASE IN WORKING CAPITAL LIMITS	254.34	477.34
NET CASH FROM FINANCING ACTIVITIES (C)	505.39	322.67
NET INCREASE/DECREASE IN CASH (A+B+C)	(97.56)	443.94
CASH & BANK BALANCE AT THE BEGINNING OF THE PERIOD	1,111.30	667.36
CASH & BANK BALANCE AT THE END OF THE PERIOD	1,013.74	1,111.30
INCREASE/DECREASE IN CASH & BANK BALANCES	97.56	(443.94)
	0.00	0.00

In terms of our separate report of even date.

FOR RAV & ASSOCIATES
CHARTERED ACCOUNTANTS

CHANDIGARH
FRN:021000N

RUPALI GOYAL
M. NO. 504847
FRN 021000N

DATE : 02.08.2021
PLACE : SARSINI

AKHIL SATIA
(MANAGING DIRECTOR)

SUNIL KAURA
(DIRECTOR)

RAJIV CHOPRA
(CFO)

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of T.C. Terrytex Limited, V. Sarsini

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 T.C. Terrytex Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: V. Sarsini
Date: 02.08.2021

For **RAV & Associates**
Chartered Accountants
FRN: 021000N

Rupali Goyal


Rupali Goyal
(Partner)
M.No. : 504847

“Annexure B” to the Independent Auditors’ Report

The Annexure Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date to the members of T.C. Terrytex Limited, V. Sarsini on the accounts of the company for the year ended March 31, 2021.

On the basis of such checks as we considered appropriate and according to the Information and Explanations given to us during the course of our audit, we report that:

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, Fixed Assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

- 2)
 - a) As explained to us, the inventories of Finished goods, Semi-Finished goods, Stores, Spare parts and Raw Materials except the goods lying with third parties were physically verified at regular intervals (at the end of the year) by the Management.
 - b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories except for material lying on floor and work in progress, which has been determined during the physical verification at the year end. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operations of the Company and the same have properly dealt with in the books of accounts.

- 3) In respect of loans, secured or unsecured, granted to the parties covered in the Register maintained under section 189 of the Companies Act, 2013.

According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability



partnerships or other parties covered in the Register maintained under section 189 of the Companies Act, 2013, therefore paragraph 3 (iii) of the Order are not applicable. The amounts outstanding are the outcome of the normal trade transaction of sale and purchase.

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of these records with a view to determining whether they are accurate or complete.
- 7) In Respect of statutory dues:
 - a) According to the records of the company and information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund (PF), Employee Staff Insurance (ESI), Income-Tax, Tax deducted at source (TDS), Professional Tax, GST, Cess and any other statutory dues applicable to it, with the appropriate authorities.
 - b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-Tax, GST, Cess and any other statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.



- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the preferential allotment or private placement of shares made by the is in compliance to the provisions of Section 42 of the Companies Act, 2013. The company has not made any allotment of fully or partly convertible debentures during the year under review.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: V. SARSINI
Date: 02.08.2021

For **RAV & Associates**
Chartered Accountants
FRN: 021000N


Rupali Goyal
(Partner)
Membership No. : 504847

The previous period figures have been regrouped and reclassified, wherever necessary to conform to the current presentation.

2.1 SHAREHOLDERS FUND

2.1.1 SHARE CAPITAL

Particulars	AS at 31st March, 2021	AS at 31st March, 2020
A) Authorized:		
130,500,000 Equity Shares of Rs. 10/- each (130500000)	13,050.00	13,050.00
2,000,000 Preference Shares of Rs.10/- each (2000000)	200.00	200.00
TOTAL	13,250.00	13,250.00
B) Issued, Subscribed and Paid-Up:		
129318280 Equity Shares of Rs. 10/- each* (126318280)	12,931.83	12,631.83
2,000,000 Preference Shares of Rs.10/- each** (2000000)	200.00	200.00
TOTAL	13,131.83	12,831.83

* The Company has only one class of equity shares, fully paid, having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.

** The company has only one class of preference shares, fully paid, having par value of Rs. 10/- each. The shares are non convertible into equity shares & preference share holder do not have the power to vote. In the event of liquidation of the company all the preference share holders are to be repaid in full before distribution of any sum to the equity share holders.

2.1.1.1 Reconciliation of number of share outstanding :

Particulars	AS at 31st March, 2021	AS at 31st March, 2020
A) Equity Shares		
Number of shares at the beginning	1,263.18	1,263.18
Add : Share issued during the year	30.00	0.00
NUMBER OF Share at the end	1,293.18	1,263.18
B) Preference Shares		
Number of shares at the beginning	20.00	20.00
Add : Share issued during the year	0.00	0.00
Number of Share at the end	20.00	20.00



2.1.1.2 Details of shareholders holding more than 5% shares in the company

Particulars	Year Ended As On 31st March.,2021	% Holding in the SHARES	Year Ended As On 31st March,2020	% Holding in the SHARES
A) Equity Shares of Rs 10 each fully paid up				
Mr. Akhil Satia	786.06	60.78	756.06	59.85
Shiv Parivar Trust	497.70	38.49	497.70	39.40
B) Preference Shares of Rs.10 each Fully Paid up				
Mr. Akhil Satia	20.00	100.00	20.00	100.00

2.1.2 RESERVE AND SURPLUS

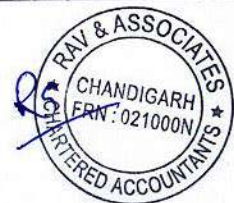
Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Profit & Loss Account *		
Opening Balance	903.82	543.74
Add: Net profit after tax transferred from Statement of Profit and Loss	602.05	360.07
Balance In Profit and Loss account	1,505.87	903.82

2.1.3 AMOUNT RECEIVED AGAINST SHARE WARRANTS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Money Received against Equity Capital	0.00	0.00
TOTAL	0.00	0.00

2.2 Share Application Money Pending Allotment

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Share Application Money Pending Allotment * (Non Refundable)	0.00	0.00
TOTAL	0.00	0.00



2.3 Non Current Liabilities
2.3.1 Long Term Borrowings

Particulars	Year Ending		Year Ending	
	31st March.,2021	31st March.,2021	31st March,2020	31st March,2020
	NON CURRENT	CURRENT	NON CURRENT	CURRENT
I) Secured *				
A) Term Loans from Banks				
i) Punjab National Bank	55.74	111.29	137.52	111.29
ii State Bank of India New	-	0.00	0.00	0.00
iii) State Bank of India (SBP)	-	0.00	0.00	264.91
iv) Union Bank of India	-	192.67	48.61	257.14
v) South Indian Bank	558.63	102.00	597.20	50.40
vi) Punjab National Bank (New)	1,511.02	282.96	1,659.58	58.08
vii) Union Bank of India (New)	1,194.86	229.56	1,318.10	47.16
viii) Allahabad bank TL	1,335.56	189.03	1,268.82	48.36
viii) Covid Loan			0.00	0.00
State Bank of India(Covid loan)	29.79	400.00		
PNB(Covid Loan)	8.16	30.00		
Allahabad Bank(Covid Loan)	42.43	28.00		
ix) GECL-Union Bank	787.00	0.00	0.00	0.00
B) Term Loans from Others				
1) Union Bank of India CIAZ	-	3.30	5.14	0.84
ii) ICICI Bank Ltd. Mercedes	-	-	0.00	9.45
iii) Punjab National Bank (Ertiga)	2.88	2.41	5.18	2.32
iv) ICICI Bank Ltd. Volvo loan	4.55	17.28	21.83	15.87
v) Union Bank of India CIAZ-new	4.41	0.93	3.31	3.42
vi) ICICI Bank Ltd.(Mercedeez New)	-	-	9.05	5.04
vii) ICICI Bank Ltd. (Mercedeez)	-	-	10.38	5.78
viii) Tata Motors Finance Limited	-	-	0.00	1.80
ix) ICICI Bank Ltd. (New Loan)	63.77	16.05	0.00	0.00
II) Un secured				
A) From promoters				
i) Akhil Satia	0.00	0.00	310.00	0.00
TOTAL	5,598.80	1,605.46	5,394.71	881.86

*The above loans are secured by joint equitable mortgage of Company's immovable properties, present & future and hypothecation of Company's movable assets present & future (except book debts) all ranking parri-passu but subject to prior charges on specified movable assets created / to be created in favor of company's bankers for moveable assets and further personally guaranteed by the Managing Director & family of the Company.

2.3.2 DEFERRED TAXES LIABILITY

Particulars	As at 31st March.,2021	As at 31st March,2020
A) Deferred tax Liability *	0.00	0.00
TOTAL	0.00	0.00

*Deferred Tax Liability has not been provided in compliance with Accounting Standard-22, "Accounting for Taxes on Incomes". (P.Y. Nil).

2.3.3 Other Long Term Liabilities

Particulars	AS at 31st March.,2021	AS at 31st March,2020
UNSECURED LOAN :		
A) Security & Advances	604.08	752.39
B) Foreign Bills Accepted under FLC for capital Goods *	0.00	143.09
C) Others - Machinery Creditors	18.83	1.28
TOTAL	622.91	896.76

*Liability in foreign currency has been converted in to equivalent INR on the date of balance sheet.



2.3.4 Long Term Provisions

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Others - Provisions for Employee Benefits	339.68	318.87
TOTAL	339.68	318.87

2.4 Current Liabilities

2.4.1 Short Term Borrowings

Particulars	AS at 31st March.,2021	AS at 31st March,2020
I) Secured *		
A) Working Capital Loans : Banks (Rupees Loan)		
i) State Bank of India	6,556.60	6,728.24
ii) Indian Overseas Bank	2,208.09	2,255.88
iii) Union Bank of India	2,339.98	1,603.03
iv) Allahabad Bank	665.93	688.15
v) Punjab National Bank Chd	406.46	444.81
vi) South Indian Bank	1,340.81	1,381.44
vii Andhra Bank	(0.13)	885.43
viii FITL	0.00	0.00
B) Instalment of Term Loan repayble in next 12 months	1,605.46	881.86
TOTAL	15,123.19	14,868.84

* Secured by Hypothecation of all stocks of Raw Material, Store, Work in progress, Finished Stock and Book Debts & 2nd charge on fixed assets of the company and further personally guaranteed by Managing Director of the company.

2.4.2 Trade Payables

Particulars	AS at 31st March.,2021	AS at 31st March,2020
I) Sundry Creditors : (Unsecured)		
A) Micro, Small & Medium Enterprises *	503.07	215.60
B) Others :		
i) Payables outstanding for a period more than six months	623.03	750.67
ii) Payables outstanding for a period less than six months	4,897.16	5,410.27
TOTAL	6,023.26	6,376.54

* The details of amounts out standing to Micro, Small and Medium Exnterprises is based upon the information provided by the company. No interest during the year has been paid under the terms of the MSMED Act 2006.



2.4.3 Other Current Liabilities

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Statutory Liabilities	20.44	20.61
B) Interest Accrued and Due	33.39	36.80
C) Interest Accrued But not Due	18.41	78.95
D) Other Liabilities	310.41	322.81
TOTAL	382.65	459.17

2.4.4 SHORT-TERM PROVISIONS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Provision for employee Benefits	178.50	210.18
B) Others	152.61	125.48
TOTAL	331.11	335.66

2.5 NON CURRENT ASSETS

2.5.1 FIXED ASSETS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
I) TANGIBLE ASSETS *		
A) Gross Block	26,411.00	26,039.66
Less : Accumulated Depreciation	15,914.74	14,807.38
Sub-Total	10,496.25	11,232.28
II) INTANGIBLE ASSETS	0.00	0.00
III) CAPITAL WORK IN PROCESS		
A) Advances To Suppliers	843.12	621.03
B) Capital WIP	151.61	137.50
IV) INTANGIBLE ASSETS UNDER DEVELOPMENT	0.00	0.00
TOTAL	11,490.99	11,990.82

* A detailed chart depicting the details of company's assets and computation of depreciation thereof has been annexed in Annexure - A.



2.5.2 NON CURRENT INVESTMENTS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Other Non-Current Investments *	232.41	220.19
TOTAL	232.41	220.19

* FDR given to SBI as colletaral Security against the credit facility availed from consortium

2.5.3 DEFERRED TAX ASSETS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Deferred tax Asset *	0.00	0.00
TOTAL	0.00	0.00

2.5.4 LONG TERM LOANS AND ADVANCES

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Security Deposits*	235.36	230.46
TOTAL	235.36	230.46

* Security Deposits pertains to security deposited with the Punjab State Electricity Board (now Punjab State Power Corporation Ltd.), Department of telecommunication, various Shipping Lines and other suppliers of goods and services. The balance of the security is subject to respective confirmations. The company has received interest on security deposited with PSPCL.

2.5.5 OTHER NON-CURRENT ASSETS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Others :		
i) Misc Expenditures upto the extent not written off	0.00	2.65
TOTAL	0.00	2.65



2.6 CURRENT ASSETS
2.6.1 CURRENT INVESTMENTS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Others *		
i) UBI KBC Mutual fund	52.50	56.25
ii) IOB Gold Saving bond	5.91	5.91
TOTAL	58.41	62.16

* The investment has been carried at its face value in accounts. Net asset value of these bonds as on 31/03/2021 was more than the face value as on that date. The increase in the NAV of Mutual Fund was of temporary nature & also not material, hence not recognized in the accounts.

2.6.2 Inventories*

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Raw materials	3,761.24	4,228.71
B) Work-in-progress	4,761.12	4,320.18
C) Finished goods	7,712.89	9,427.35
D) Stores and spares	1,136.03	1,102.89
E) Others - Waste Stock	26.13	24.46
TOTAL	17,397.42	19,103.59

* As certified & valued by the management of the company on the date of Balance Sheet.

2.6.3 Trade Receivables

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Sundry Debtors		
i) Over Six Months	92.38	30.38
ii) Others	9,901.05	7,455.35
Sub-Total	9,993.43	7,485.73
Less: Provision for doubtful debts	-	-
TOTAL	9,993.43	7,485.73

(Unsecured, considered good unless otherwise stated)

2.6.4 CASH AND CASH EQUIVALENTS

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Cash in hand	22.04	16.74
B) Balance with Banks	570.64	669.61
C) Fixed Deposit with Banks *	421.06	386.45
D) Mutul Fund with Banks *	0.00	38.50
TOTAL	1,013.74	1,111.30

* The Fixed deposits & Mutual Funds with banks are under lien of the bank on account of the margin against issuance of LCs and Bank Guarantee.



2.6.5 SHORT TERM LOANS AND ADVANCES

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Others - Staff Loan, Advances & Staff Imprest A/c	31.97	12.93
TOTAL	31.97	12.93

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Export Incentives Receivable	678.09	710.65
B) TUFs Receivable	112.93	112.93
C) VAT / GST Receivable	1,288.59	1,069.31
D) Insurance premium advance	62.92	0.00
E) TDS Receivable	48.80	33.37
F) MAT Credit Entitlement	371.41	180.14
G) Advance Tax	0.00	0.00
H) Prepaid Expenses	40.57	7.62
I) Others (All assets which are not classified above)	2.25	52.33
TOTAL	2,605.56	2,166.36

(Unsecured, considered good unless otherwise stated)

* Out of this the refund application for Rs.1235422/- has been rejected by the department and against this the company has filed appeals. The management is hope full to succeed in appeal

2.7 CONTINGENT LIABILITIES & COMMITMENTS*

Particulars	AS at 31st March.,2021	AS at 31st March,2020
A) Contingent Liabilities		
i) Bank Guarantee Under EPCG	1.90	1.90
ii) Pending Litigations**	96.39	96.39
	98.29	98.29

*It has been explained that the above liabilities are routine business transactions. No provision for the pending litigations has been made in the books of accounts as the management has explained to be hopeful no liability will arise to this effect. Like wise the liability against bank guarantee is zero as the company has made the requisite export under EPCG license.



31st March, 2021

31st March, 2020

Sr. No.	Party Name	Impact on Company		Sr. No.	Party Name	Impact on Company
1	Antima	0.00		1	Antima	0.00
2	Heena Rani	0.01		2	Heena Rani	0.01
3	Om Logistics	5.34		3	Om Logistics	5.34
4	Satish Jain Contractor	79.04		4	Satish Jain Contractor	79.04
5	Popat Bhai Bombay	12.00		5	Popat Bhai Bombay	12.00
	Total	96.39			Total	96.39

2.8.1 REVENUE FROM OPERATION

Particulars		Year Ended on 31st March, 2021	Year Ended on 31st March, 2020
A) Gross Sales		41,999.39	43,189.91
Less: Excise Duty		0.00	0.00
Net Sales	Sub-Total	41,999.39	43,189.91
B) Other Operating Incomes		2,593.34	3,406.17
	TOTAL	44,592.73	46,596.07

2.8.1.1 PARTICULARS OF SALE OF PRODUCTS

Particulars		Year Ended on 31st March, 2021	Year Ended on 31st March, 2020
I) DIRECT EXPORT			
A) TOWEL		26,399.14	26,526.07
B) YARN		435.34	201.01
	Sub-Total	26,834.47	26,727.08
II) DOMESTIC			
A) TOWEL		1,107.77	990.92
B) YARN		13,428.46	14,657.31
C) OTHERS		628.70	814.60
	Sub-Total	15,164.92	16,462.83
	Gross Sales	41,999.39	43,189.91



2.8.1.2 PARTICULARS OF OTHER OPERATING INCOME

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) EXPORT INCENTIVES	2,534.63	2,744.33
B) OTHERS	58.71	661.84
TOTAL	2,593.34	3,406.17

2.8.2 OTHER INCOME

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) Interest	44.22	51.16
B) Other Non Operating Income	16.26	0.00
TOTAL	60.48	51.16

2.9 EXPENDITURES**2.9.1 COST OF MATERIAL CONSUMED**

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) RAW MATERIAL CONSUMED	23,674.41	27,281.96
B) PACKING MATERIAL CONSUMED	1,326.39	1,171.27
C) DYES & CHEMICALS CONSUMED	2,285.87	1,948.22
D) STORE CONSUMPTION & MACHINERY MAINTENANCE	305.77	215.63
TOTAL	27,592.44	30,617.08



2.9.2 Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) Opening Stock :		
i) Finished Goods	9,427.35	8,964.18
ii) Stock in process	4,320.18	4,429.15
iii) Waste Stock	24.46	15.64
	13,771.99	13,408.97
B) Closing Stock :		
i) Finished Goods	7,712.89	9,427.35
ii) Stock in process	4,761.12	4,320.18
iii) Waste Stock	26.13	24.46
	12,500.15	13,771.99
INCREASE(-)/DECREASE(+) IN STOCKS (A-B)	1,271.85	(363.03)

2.9.3 EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) Salaries,Wages and Other Incentives	2,509.97	2,790.16
B) Welfare Expenses	13.16	9.60
C) Contribution to Provident and Other Funds.	170.08	218.79
TOTAL	2,693.21	3,018.55

2.9.4 FINANCE COSTS

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) Interest on Term Loan	713.99	663.54
B) Interest on Working Capital	1,413.42	1,481.25
C) Other Interest	260.72	295.86
D) Bank & Other Charges	233.45	212.16
TOTAL	2,621.58	2,652.81



2.9.5 DEPRECIATION AND AMORTISATION CHARGE

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
A) Depreciation	1,140.84	1,401.03
B) Amortization - Preliminary Exp.	2.65	2.65
TOTAL	1,143.50	1,403.68

2.9.6 OTHER EXPENSES

Particulars	Year Ended on 31st March.,2021	Year Ended on 31st March,2020
I) MANUFACTURING EXPENSES :		
A) UTILITIES:		
i) Power	2,453.51	2,615.78
ii) Freight	143.26	124.40
iii) Job Work Expenses	393.60	173.16
iv) Packing Charges	401.84	383.41
B) Repair & Maintenance :		
i) Machinery	13.18	10.35
Sub-Total (I)	3,405.39	3,307.09

II) ADMINISTRATIVE AND OTHER EXPENSES :

i) ADMINISTRATION EXPENSES	7.52	12.48
ii) AUDIT FEES	0.80	0.80
iii) COMPUTER EXPESNES	2.51	3.56
iv) CONVEYANCE EXP A/C	28.31	30.63
v) DIWALI EXPENSES	2.94	7.10
vi) ECGC PREMIUM	14.45	15.05
vii) FEES & TAXES A/C	24.52	11.06
viii) LOSS ON SALE OF ASSETS	7.24	0.00
ix) HORTICULTURE EXP.	11.44	5.50
x) INSURANCE A/C	60.10	58.33
xi) INTEREST ON TCS/TDS/MAT/SERVICE TAX/GST	3.35	6.33
xii) MISC EXPENSES	2.40	2.23
xiii) POOJA EXP	0.49	0.48
xiv) POSTAGE & TELEGRAM EXP	38.46	42.17
xv) PRINTING & STATIONARY A/C	0.83	0.82
xvi) PROFESSIONAL CHARGES	87.64	80.56
xvii) RENT ACCOUNT	24.79	23.63
xviii) SHORT & EXCESS	1.11	0.00
xix) TELEPHONE EXPENSES	3.43	6.01
xx) TOUR & TRAVEL EXP	1.87	140.05
xxi) GST Expenses-Reversal	12.34	0.00
xxii) VEHICLE RUNNING & MAINTT	27.79	40.30
xxiii) REPAIR & MAINTANCES BUILDING & OTHERS	34.89	10.24
xxiv) GST CESS	1.10	0.00
xxv) TESTING CHARGES	46.57	44.83
xxvi) CHARITY & DONATION	1.12	2.71
Sub-Total (II)	447.99	544.87



III) SELLING & DISTRIBUTION EXPENSES :

i) COMMISSION (DOMESTIC SALE)	58.17	54.92
ii) EXPORT COMMISSION	45.52	178.04
iii) REBATE & DISCOUNT ALLOWED	66.59	247.47
iv) EXPORT EXPENSES	531.60	581.89
v) FREIGHT OUTWARD	476.50	462.86
vi) LOADING & UNLOADING CHARGES A/C	91.71	92.72
vii) REFRESHMENT EXPENSES	0.10	0.22
viii) SALES & BUSINESS PROMOTION	13.30	13.19
ix) Bad Debts	0.00	0.00
Sub-Total (III)	1,283.49	1,631.29

TOTAL (I+II+III)

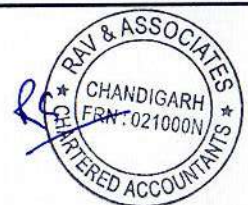
5,136.87	5,483.25
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2.10 EXCEPTIONAL ITEMS & PRIOR PERIOD ITEMS

Particulars	Year Ended On 31st March, 2021	Year Ended On 31st March, 2020
A) Prior Period Expenditure	0.45	0.00
B) Prior Period Income	0.00	0.00
TOTAL	0.45	0.00

2.11 ADDITIONAL DISCLOSURES**2.11.1 ACTIVITY IN FOREIGN CURRENCY**

Particulars	Year Ended On 31st March, 2021	Year Ended On 31st March, 2020
CIF Value of Imports	149.51	999.26
FOB Value of Exports	26,399.14	26,526.07
Gain from Fluctuation in Foreign Currency Rates	57.01	595.82
Loss from Fluctuation in Foreign Currency Rates	12.34	0.00



Particulars	Year Ended On 31st March, 2021	Year Ended On 31st March, 2020
A) Payment to Auditors		
i) For Audit	0.80	0.80
ii) For Other Services	0.00	0.00
Total	0.80	0.80
B) Directors Remuneration		
i) Mr. Akhil Satia	62.04	72.00
ii) Mr. Sunil Kaura	14.43	15.00
C) Prior Period Expenditures	0.45	0.00
D) Prior Period Incomes	0.00	0.00
E) Key Management Personal :-		
i) Mr. Akhil Satia		
ii) Mr. Sunil Kaura		
iii) Mrs. Neha Kochhar		
iv) Mr Rajeev Chopra	10.74	12.00
v) Mr Manjeet Kharb CS	2.27	2.27
F) Relatives of Key Management Person :-		
i) Mr. Anil Satia (father of Mr. Akhil Satia)		
ii) Mrs. Saloni Satia (mother of Mr. Akhil Satia)		
iii) Mr. Ankit Satia (brother of Mr. Akhil Satia)		
iv) Mrs Krishna Satia (mother of Mr. Anil Satia)		
v) Mrs. Sabhyata Mehra (wife of Mr. Akhil Satia)		
vi) Ms. Saranya Satia (daughter of Mr. Akhil Satia)		
vii) Ms. Sifat Satia (daughter of Mr. Akhil Satia)		
viii) Mrs. Usha Kaura (mother of Mr. Sunil Kaura)		
ix) Mrs. Babita Kaura (wife of Mr. Sunil Kaura)		
x) Mr. Pukhraj Kaura (son of Mr. Sunil Kaura)	4.55	5.85
xi) Ms Ananya Kaura (daughter of Mr. Sunil Kaura)		
xii) Mr. Rakesh Kaura (brother of Mr. Sunil Kaura)		
xiii) Mr. Sanjeev Kaura (brother of Mr. Sunil Kaura)		
xiv) Mrs. Kiran Kochhar (mother of Mrs. Neha Kochhar)		
xv) Ms. Priyanka Kochhar (sister of Mrs. Neha Kochhar)		
xvi) Mr. Rajat Sehgal (Husband of Mrs. Neha Kochhar)		
G) Relatives of Key Management Person :-		
i) Mrs. Sabhyata Mehra Salary	21.71	25.20
H) List of Associated Concern :-	NIL	NIL



I) Outstanding balances in sundry debtors & creditors are subject to confirmation from the parties

J) Figures in brackets represent figures of previous year.

K) Previous year's figures have been regrouped and/or rearranged wherever considered necessary.

In terms of our separate report of even date.

FOR RAV & ASSOCIATES
CHARTERED ACCOUNTANTS

Rupe
RUPALI GOYA
M. NO. 504847
FRN 021000N



DATE :
PLACE : SARSINI

A
AKHIL SATIA
(MANAGING DIRECTOR)

SK
SUNIL KAURA
(DIRECTOR)

RJ
RAJIV CHOPRA
(CFO) (CS)

Manjeet Kharb
MANJEET KHARB

PS
Narosh Singla (CA)

T. C. TERRYTEX LIMITED

Fixed Asset Schedule 'A' to Balance Sheet (As per Companies Act, 2013)

Particulars	Gross Block				Depreciation				Net Block		
	Amount As On 31st March, 2020	Additions	Deletions	Amount As On 31st March, 2021	Rate Of Dep	Amount As On 31st March, 2020	During the year	Withdrawn during the year	Amount as on 31st March, 2021	W.D.V. as on 31st March, 2021	W.D.V. as on 31st March, 2020
Land	899.25	-	-	899.25	0.00%	-	-	-	-	899.25	899.25
Building Roads & Other Developments	4,184.50	80.85	-	4,265.35	3.34%	1,241.11	131.67	-	1,372.78	2,892.56	2,943.39
Plant & Machinery	20,026.19	212.59	-	20,238.78	10.34%	12,887.88	945.29	-	13,833.17	6,405.61	7,138.31
Computers	115.29	7.81	-	123.10	16.21%	104.72	2.62	-	107.34	15.76	10.56
Electrical Equipments	413.93	2.64	-	416.57	7.07%	378.42	20.93	-	399.35	17.22	35.52
Furniture & Fixtures	131.45	15.32	-	146.77	6.33%	86.71	11.59	-	98.30	48.47	44.75
Office Equipments	17.87	0.39	-	18.26	4.75%	16.17	0.42	-	16.59	1.67	1.70
Vehicles	251.18	116.30	64.58	302.91	9.50%	92.37	28.31	33.48	87.21	215.70	158.80
Total	26,039.66	435.90	64.58	26,410.99		14,807.38	1,140.84	33.48	15,914.74	10,496.25	11,232.28



T.C. TERRYTEX LIMITED

FINANCIAL YEAR 2020-21

DISCLOSURE OF ACCOUNTING POLICIES AND GENERAL PROFILE OF COMPANY

1. NATURE OF OPERATION:-

T.C. Terrytex Limited (herein after referred to as 'The Company' is a manufacturer of Terry Towels mainly.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation:

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, except where otherwise stated. The financial statements have been prepared under the historical cost convention, except where otherwise stated, and on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year

b) Accrual System of Accounting is followed to record income and expenditures.

c) Fixed Assets are shown at Historical cost. Cost of the fixed assets comprises purchase price, duties, levies and direct / indirect attributable cost of bringing the assets to its working condition for intended use. Borrowing cost related to acquisition or construction of the qualifying fixed assets for the period up to the completion of their acquisition and installation are included in the cost of the assets. Expenditure for addition, improvement and renewals are capitalized and expenditure for repair and maintenance are charged to Profit & Loss Account.

d) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.



- e) Sales are recognized on the basis of dispatch of goods to the customers and are accounted for net of return, discounts, VAT, GST and CST, where applicable.
- f) Due to change in the statute the depreciation on Fixed Assets has been provided on straight-line basis in accordance to the provisions of Schedule II Section 123 of the Companies Act 2013 and as per life of the fixed assets prescribed in Schedule II except for the specific Plant & Machinery for which the management has decided to account for depreciation during the year on the basis of remaining use full life as determined by an independent Chartered Engineer.
- g) All the related incomes & expenditures clubbed to respective single head and shown in the profit & loss account.
- h) Insurance claims are shown separately under the head other income and corresponding expenses are shown under respective expense head in the Profit and Loss A/C.
- i) Valuation of Inventories :-
 - i) Raw Material, Packing Materials, Dyes & Chemicals, Stores & Spares and Fuel are at cost (weighted) or net realizable, whichever is lower. Waste & Scrap is valued at realizable value.
 - ii) Semi Finished goods and Finished Goods are valued at cost (weighted) or net realizable value whichever is lower.
 - iii) Work in Progress is valued at cost (weighted).
- j) Foreign Currency Transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction;



Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

k) Borrowing Cost

Interest & other costs incurred by the company in connection with the borrowing of funds are recognized as expenses in the period in which they are incurred unless activities that are necessary to prepare the qualifying assets for its intended use are in progress.

l) Government Grants

Government grants received as capital incentives are credited to Fixed Assets account. Government grants in other forms are credited to Profit & Loss Account and to the capital account during the pre operational period.

3. **Contingent Liabilities not provided for in respect of:-**

- a) Bank Guarantee under EPCG 1.90 lacs (Previous year Rs. 1.90 lacs)
- b) Legal Cases Rs. 96.39 lacs (Previous Year Rs. 96.39 lacs)

4. **RETIREMENT BENEFITS**

- a) GRATUITY:- Provision for gratuity liability to employees has been made by the company.
- b) PROVIDENT FUND:- Contribution to provident fund is made in accordance with the provisions of Employees Provident Fund & Miscellaneous Provisions Act 1952 by charging the same to the profit and loss account.
- c) LEAVE ENCASHMENT:- Provision for leave encashment to employees is being made by the company in accordance with law.

5. **LEASES**

The company at present does not have any operational lease contract.



6. **SEGMENT REPORTING**

Based on the guiding principle given in the Accounting Standard – 17 "Segment Reporting" issued by The Institute of Chartered Accountants of India, the Company in single business segment of manufacturing of Terry Towel.

7. In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in Balance Sheet subject to clause 4 above. The provision for all known liabilities is adequate and is neither excess nor short of the amount reasonably necessary.
8. The company has not provided for deferred tax liability in accordance Accounting Standard – 22, Accounting for Taxes on Income.

9. **EXPORT INCENTIVE**

Export incentives in case of export under Duty Draw Back Scheme, MEIS & ROSL have been accounted for on accrual basis.

AS PER OUR REPORT OF EVEN DATE ATTACHED.

FOR RAV & ASSOCIATES
CHARTERED ACCOUNTANTS




(RUPALI GOYAL)
Membership Number : 504847


Place: V. Sarsini
Date: 02.08.2021


AKHIL SATIA
MANAGING DIRECTOR


SUNIL KAURA
DIRECTOR


RAJIV CHOPRA
CFO

Narain Singh (CA)


MANJEET KHARB
CS