

AGGARSAIN SPINNERS LIMITED

27TH

ANNUAL REPORT

2019-2020

Name - Aggarsain Spinners Limited
CIN - U17297HR1998PLC034043
Reg - 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116
Email Id - aggarsainspinners@gmail.com
Website - www.aggarsainspinners.com

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Schedule of 27th Annual General Meeting

DATE	November 20, 2020
DAY	Friday
TIME	11:00 A.M. (IST)
PLACE	2 nd Floor, SCO 404, Sector-20, Panchkula- 134 116

Dear Shareholders,

I am delighted to present you Aggarsain Spinners Limited financial year 2020 Annual Report, it is my pleasure to greet all of you at this 27th Annual General Meeting.

We are building a more agile and innovation-driven enterprise, with an aggressive growth approach, which can respond faster to changing consumer demand and market dynamics. At the same time, we remain committed to our core principles and values to make specialty textile products accessible and affordable to all.

Company is spurring innovation, quality, operational excellence and competent leadership. The company is building on its firm foundation equipped with a diversified portfolio and driving growth in key markets.

Thank You,
Yours Sincerely,

Regards,
Ramesh Kumar
Chairman

COMMITTEES OF BOARD OF DIRECTORS

AUDIT COMMITTEE

Sh. Jagdish Rai Kansal (Independent Director)	Chairman
Sh. Suresh Kumar (Independent Director)	Member
Sh. Sunny Garg (Executive Director)	Member

NOMINATION AND REMUNERATION COMMITTEE

Sh. Jagdish Rai Kansal (Independent Director)	Chairman
Sh. Suresh Kumar (Independent Director)	Member
Sh. Ashok Goel (Independent Director)	Member
Smt. Sunita Rani (Non Executive Director)	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sh. Jagdish Rai Kansal (Independent Director)	Chairman
Sh. Ashok Goel (Independent Director)	Member
Sh. Sunny Garg (Executive Director)	Member

AGGARSAIN SPINNERS LIMITED

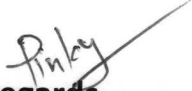
Dear Members,

You are cordially invited to attend the 27th Annual General Meeting of the members of AGGARSAIN SPINNERS LIMITED ('the Company') to be held on Friday, 20th November, 2020 at 11:00 A.M. at 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116 Haryana.

The notice of the meeting, containing the business to be transacted, is enclosed herewith.

Further, this is to inform you that as per amendment carried out in Companies (Prospectus and allotment of Securities) Third Amendment Rules, 2018, every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialized before the transfer. Therefore, all the shareholders holding securities in physical form are advised to dematerialize the same.

Thanking You,


Regards,
Pinky Kumari
(Company Secretary)

AGGARSAIN SPINNERS LIMITED

Aggarsain Spinners Limited

CIN: U17297HR1998PLC034043

Regd. Office: 2nd Floor, SCO 404, Sector-20

Panchkula- 134 116, Haryana (India)

Ph. No. 0172-4644666

Email: aggarsainspinners@gmail.com, website: www.aggarsainspinners.com

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27TH ANNUAL GENERAL MEETING of the members of "AGGARSAIN SPINNERS LIMITED" will be held on Friday, 20th November, 2020 at 11:00 A.M. at 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116 Haryana (India), to transact the following business:

AS ORDINARY BUSINESS-:

1. To receive, consider and adopt the **Audited Financial Statements** of the company for the year ended 31st March, 2020 including Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date together with Cash Flow Statement and the Reports of Board of Directors and Auditors there on.
2. To appoint a director in place of **Mr. Sunny Garg** (DIN 02000004), who retires by rotation and being eligible, offers for re-appointment.

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sunny Garg (DIN 02000004), Director of the Company, who retires by rotation and being eligible has offered for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

AS SPECIAL BUSINESS-:

3. To consider and approve the payment of remuneration to Mr. Sunny Garg, Managing Director of the Company for remaining period of his tenure w.e.f April 01, 2020.

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within maximum permissible remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Sunny Garg, Managing Director of the Company for period of his remaining tenure w.e.f. April 01, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profit/inadequate profits.

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RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Sunny Garg, Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to enter into such agreement(s), deed(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

4. To consider and approve the payment of remuneration to Mr. Ajay Garg, Whole time Director of the Company for a period of his remaining tenure w.e.f April 01, 2020.

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within maximum permissible remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Ajay Garg, Whole time Director of the Company for period of his remaining tenure w.e.f. April 01, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profit/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Ajay Garg, Whole time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to enter into such agreement(s), deed(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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5. To Consider and approve the Addition in Object Clause of the Memorandum of Association of the Company.

To consider, and if thought fit, to pass, with or without modification(s), following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof for the time being in force and other applicable provisions, approval of the Shareholders of the Company be and is hereby accorded to insert the following sub clauses after sub clause five (5) in Clause III (A) i.e. The Main Objects to be pursued by the Company on its Incorporation are:-

6. To carry on the business of general merchants and traders, distributors, importers, exporters, factors of and wholesale and retail dealer in all type of products, commodities and merchandise of every description including all textile products and all kind of iron and steel products, steel bars, hot roll, cold roll, precious tube made of steel, roof sheet, dies, jigs, tabular structure whether in India or abroad.

7. To undertake the business as general traders and merchants and buy, sell, export, import, deal in commodities, goods, things, contracts of all type of goods, products and merchandise items.

RESOLVE FURTHER THAT Mr. Sunny Garg (DIN 02000004), Managing Director and Mr. Ajay Garg (DIN: 07613769), Whole time Director of the Company be and are hereby severally authorized to sign, execute such documents and writings as may be required and to do all such acts, deeds, things, matters as may be considered necessary for the purpose of and for giving effect to the aforesaid resolution or incidental thereto including filling of requisite forms with concerned Registrar of Companies, NCT of Delhi & Haryana.

RESOLVED FURTHER THAT the main object clause of the Memorandum of Association consists sub clauses from one (1) to seven (7) instead of previous sub clauses one (1) to five (five) due to the addition of sub clauses six (6) and seven (7) into the main object clause III of the Memorandum of Association.

RESOLVED FURTHER THAT the total pages of Memorandum of Association in counting will be Twenty two (22) instead of Twenty one (21) due to addition of one page in Main objects of Memorandum of Association consisting sub clause six (6) and seven (7) after sub clause five (5) of Clause III.”

**By order of the Board
For AGGARSAIN SPINNERS LIMITED**


**Pinky Kumari
(Company Secretary)**

**Dated: 26th October, 2020
Place: Panchkula**

NOTES:

1. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN AT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (5) AND HOLDING IN THE AGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT AT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING (AGM) IS ENCLOSED.**
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order to names will be entitled to vote.
4. Members/proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
5. The details of directors appointing/re-appointing and detail of directors whose terms of remuneration to be approved are annexed in compliance of the Clause 1.2.5 of Secretarial Standard-
6. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
7. No gifts or Coupons shall be distributed at the meeting
8. Members/proxies are requested to submit the enclosed Attendance Slip duly filled in and signed at the entrance of the venue for attending the meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID details and those who hold shares in physical form are requested to write folio number in the attendance slip. No Attendance Slip shall be issued at the Meeting.
9. The change in address, nomination etc, if any to be effective must reach to the Registrar & Transfer Agent or the Registered office of the Company.

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10. The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical share certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. electronic transfer, savings in stamp duty and prevention of forgery.
11. Members are request to register their email- address(es) and changes in their particulars like change in address from time to time with Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent for shares held in physical form and with their respective Depository Participants for the shares held in dematerialized from.
12. For security reasons, no article/baggage will be allowed at the Venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the Venue of the meeting
13. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address(es) for receiving Balance Sheet, Annual Report etc. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.
14. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement will be available for inspection by the members of the Company at the Registered office of the Company during business hours 10:00 AM to 6:00 PM upto the date of Annual General Meeting and will also be available during the Annual General Meeting.
15. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
16. An Explanatory Statement made pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
17. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

AGGARSAIN SPINNERS LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND DETAIL OF DIRECTOR WHOSE TERMS OF REMUNERATION TO BE APPROVED AS REQUIRED BY SECRETARIAL STANDARD-2 ISSUED BY ICSI

Name & Designation of Director	Mr. Ajay Garg, Whole time Director	Mr. Sunny Garg, Managing Director
Age	28 years	30 years
Qualification	Masters in Business Administration (MBA)	Masters in Business Administration (MBA)
Experience	Four Year experience in Real Estate, Textile Industry	10 Years Experience in Textile and real estate industry
Terms and conditions of appointment/ Reappointment	As per the appointment letter	As per the appointment letter
Date of Birth	17.09.1992	10.01.1990
Date of First Appointment on the Board of Directors	08.06.2017	14.08.2010
No. of Equity Shares held in the Company as on 31.03.2020	Nil	Nil
List of other Companies in which Directorships are held	Fortune Multitech Private Limited Vroms Buildcon Private Limited	Fortune Multitech Private Limited Vroms Buildcon Private Limited
Membership of Committees of the Board in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	Nil	Member of Audit Committee and Stakeholder Relationship Committee
No of Board Meetings attended during the year 2019-2020	Eleven (11)	Eleven (11)
Past Remuneration	Rs. 3,50,000/- during the FY 2019-2020	Rs. 4,50,000/- during the FY 2019-2020
Remuneration sought to be paid	Within the permissible limits as per Section 197 and Schedule V of the Companies Act, 2013	Within the permissible limits as per Section 197 and Schedule V of the Companies Act, 2013
Relationship with other Directors/KMP	He is son of Mr. Ramesh Kumar, Director. Younger Brother of Mr. Sunny Garg, Managing Director. He is Nephew of Ms. Sunita Rani, Director.	He is son of Mr. Ramesh Kumar, Director. Elder Brother of Mr. Ajay Garg, Whole time Director. He is Nephew of Ms. Sunita Rani, Director.

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

Item No. 03

Mr. Sunny Garg, aged 30 years is presently designated as Managing Director of the Company.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2010 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

During the financial year 2019-20, Eleven (11) meetings of the Board of Directors has been attended by Mr. Sunny Garg, Managing Director.

As on 31st March, 2020, He was not holding any shareholding in the Company.

Mr. Sunny Garg is the members of Audit Committee and Stakeholder Relationship Committee of the Company.

Mr. Sunny Garg is Director in following other Companies:-

1. Fortune Multitech Private Limited
2. Vroms Buildcon Private Limited

Mr. Sunny Garg has been appointed as Managing Director for a period of five years w.e.f. December 01, 2017 to November 30, 2022.

The Board of Directors of the Company in its meeting held on October 26, 2020 approved the payment of remuneration to Mr. Sunny Garg for remaining period of his tenure w.e.f. April 01, 2020 as recommended by the Nomination and Remuneration Committee in its meeting held on November 02, 2020 in terms of Section II of Part II of Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profit/inadequate profits pursuant to the approval of the shareholders.
- B. The Managing Director shall also be eligible to the contribution of provident fund, if applicable and the same shall be included in the computation of ceiling remuneration specified.
- C. Other terms
 1. He shall be entitled to re-imburement of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imburement of entertainment expenses incurred for the business of the Company.

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3. As long as he functions as Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board of Directors.
4. In the event of inadequacy or absence of profit in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approval, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration.
5. He shall be entitled to earned/privileged leave as per the policy of the Company.
6. He shall be entitled for telephone facility as per policy of the Company.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in this Annual General Meeting.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. GENERAL INFORMATION

- (1) Nature of Industry: Textile Industry
- (2) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced on November 05, 1993 and is an existing operating Company.

- (3) Financial performance based on given indicators:

(Figures in Rs.)

Financial year ended	31-Mar-20 (Audited)	31-Mar-19 (Audited)	31-Mar-18 (Audited)
Total Income	557,644,514.64	65,366,434.00	150,344,852
Total Expenditure	545,215,032.46	64,037,702.42	147,896,772.95
Net Profit / (Loss) before tax	12,429,482.19	1,328,731.58	2,448,079.05
Exceptional expenses	-	-	-
Less: Provision for Taxes			
- Income Tax	3,351,558	385,458	472,674
- Deferred Tax (Credit) / Charge		(407,007)	338,425
- Wealth Tax			
- Earlier year's tax			
- MAT Credit utilization/ Entitlement			
Net Profit/ (Loss) after tax	9,077,924.19	1,350,280.58	1,636,980.05
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
(4) Export performance and net foreign exchange collaborations			

AGGARSAIN SPINNERS LIMITED

Foreign Earning	Exchange	Nil	Nil	Nil
Foreign Expenditure	Exchange	Nil	Nil	Nil
Net Foreign Exchange		Nil	Nil	Nil

(4) Foreign Investments or collaborations: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details :

Name of Director	Mr. Sunny Garg
Date of birth	10.01.1990
Date of appointment	01.12.2017
Qualification	MBA
No. of shares held in the Company	Nil

(2) Recognition or awards:

Mr Sunny Garg has been associated with various industries like Textile and Real Estate activities. Mr Sunny Garg has total experience of more than 10 years, as are dedicated in textile industry. He has been extremely passionate about the role that the textile can play in the progress of India.

(3) Past remuneration: Rs. 4,50,000/- per month (Rupees Four Lac and Fifty Thousand only).

(4) Job profile and his suitability:

Mr Sunny Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr Sunny Garg is best suited for the position wherein, he is exclusively handling Sales & Marketing and Project Planning related activities & responsibilities of the Company.

(5) Remuneration proposed: - remuneration shall be within the Limits specified in Section II of Part II of the Act.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr Sunny Garg, the remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

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- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr Sunny Garg is promoter and relative of Mr Ramesh Kumar, Director and Mr Ajay Garg, Directors of the Company holding managerial position in the Company.

III. OTHER INFORMATION

- (1) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for financial year 2019-20, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

- (2) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

- (3) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company..

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Sunny Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Sunny Garg, himself and Mr. Ramesh Kumar, his father, Mr. Ajay Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 03 of the Notice except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of Ordinary Resolution as set out at Item No. 3 of this Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 11:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

Item No. 04

Mr. Ajay Garg, aged 28 years is presently designated as Whole time Director & CFO of the Company.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2017 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

During the financial year 2019-20, Eleven (11) meetings of the Board of Directors has been attended by Mr. Ajay Garg.

As on 31st March, 2020, He was not holding any shareholding in the Company.

Mr. Ajay Garg is not holding any membership in the committees of the Company.

Mr. Ajay Garg is Director in following other Companies-:

1. Fortune Multitech Private Limited
2. Vroms Buildcon Private Limited

Mr. Ajay Garg has been appointed as Whole time Director for a period of five years w.e.f. December 21, 2017 to December 20, 2022.

The Board of Directors of the Company in its meeting held on October 26, 2020 approved the payment of remuneration to Mr. Ajay Garg for remaining period of his tenure w.e.f. April 01, 2020 as recommended by the Nomination and Remuneration Committee in its meeting held on November 02, 2020 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profit/inadequate profits pursuant to the approval of the shareholders.
- B. The Whole time Director shall also be eligible to the contribution of provident fund, if applicable and the same shall be included in the computation of ceiling remuneration specified.
- C. Other terms
 1. He shall be entitled to re-imbursalment of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imbursalment of entertainment expenses incurred for the business of the Company.
 3. As long as he functions as Whole time Director, he shall not be paid any sitting fees to attend any meeting of the Board of Directors.
 4. In the event of inadequacy or absence of profit in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approval, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration.

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5. He shall be entitled to earned/privileged leave as per the policy of the Company.
6. He shall be entitled for telephone facility as per policy of the Company.

Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in this Annual General Meeting.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

IV. GENERAL INFORMATION

- (5) Nature of Industry: Textile Industry
- (6) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced on November 05, 1993 and is an existing operating Company.

- (7) Financial performance based on given indicators:

(Figures in Rs.)

Financial year ended	31-Mar-20 (Audited)	31-Mar-19 (Audited)	31-Mar-18 (Audited)
Total Income	557,644,514.64	65,366,434.00	150,344,852
Total Expenditure	545,215,032.46	64,037,702.42	147,896,772.95
Net Profit / (Loss) before tax	12,429,482.19	1,328,731.58	2,448,079.05
Exceptional expenses	-	-	-
Less: Provision for Taxes			
- Income Tax	3,351,558	385,458	472,674
- Deferred Tax (Credit) / Charge		(407,007)	338,425
- Wealth Tax			
- Earlier year's tax			
- MAT Credit utilization/ Entitlement			
Net Profit/ (Loss) after tax	9,077,924.19	1,350,280.58	1,636,980.05
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
(4) Export performance and net foreign exchange collaborations			
Foreign Exchange Earning	Nil	Nil	Nil
Foreign Exchange Expenditure	Nil	Nil	Nil
Net Foreign Exchange	Nil	Nil	Nil

AGGARSAIN SPINNERS LIMITED

(8) Foreign Investments or collaborations: NIL

V. INFORMATION ABOUT THE APPOINTEE:

(8) Background details :

Name of Director	Mr. Ajay Garg
Date of birth	17.09.1992
Date of appointment	21.12.2017
Qualification	MBA
No. of shares held in the Company	Nil

(9) Recognition or awards:

Mr Ajay Garg has been associated with various industries like Textile and Real Estate activities. Mr Ajay Garg has total experience of more than 3 years, as are dedicated in textile. He has been extremely passionate about the role that the textile can play in the progress of India.

(10) Past remuneration: Rs. 3,50,000/- per month (Rupees Three Lac and Fifty Thousand only).

(11) Job profile and his suitability:

Mr Ajay Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr Ajay Garg is best suited for the position wherein, he is exclusively handling Business Development, finance related activities & responsibilities of the Company.

(12) Remuneration proposed: remuneration shall be within the limits specified in Section II of Part II of Schedule V of the Act.

(13) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr Ajay Garg, the proposed remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

(14) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr Sunny Garg is promoter and relative of Mr Ramesh Kumar, Director and Mr Ajay Garg, Directors of the Company holding managerial position in the Company.

VI. OTHER INFORMATION

(4) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for the financial year 2019-20, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

(5) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(6) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Sunny Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Sunny Garg, himself and Mr. Ramesh Kumar, his father, Mr. Ajay Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 04 of the Notice except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of Ordinary Resolution as set out at Item No. 04 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 11:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

Item No. 05

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to include other activities to be undertaken by the Company i.e. trading in all type textile and in steel products, trading & dealing in any manner whatsoever in all type of goods, products on retail as well as on wholesale basis, it is proposed to include additional objects in the main object clause of the Memorandum of Association of the Company.

The principal business of the Company at present is of textiles and looking to unfavourable business conditions in textile industry, the Board feels that the Company should widen its activities by undertaking activities in new sectors as stated in the above resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Object Clause of the Memorandum of Association of the Company as stated in the Resolution. The above amendment/addition would be subject to the approval of the Statutory or Regulatory Authority.

The Board at its meeting held on 26th day of October, 2020 has approved the above alteration/addition in the Object Clause of MOA of the Company and the Board now seeks Member's approval for the same.

The proposed change of Object Clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Therefore the Board of Directors of the company recommends the passing of Special Resolution as set out in Item no. 05 of the Notice.

A Copy of the existing MOA and amended MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special resolution except to the extent of their shareholding in the Company.

AGGARSAIN SPINNERS LIMITED

BOARD'S REPORT

Dear Shareholders,

The Directors have pleasure in presenting the Annual Report of your Company on the business & operations and Audited Statement of Accounts for the year ended 31st March, 2020 along with the Auditor's Report thereon.

FINANCIAL RESULTS

The Standalone Financial Results of the Company for the year ended 31st March 2020 are as follows:
(Rs. in lakhs)

PARTICULARS	Year Ended 31.03.2020	Year ended 31.03.2019
Revenue from Operations	5519.21	647.01
Profit before Depreciation & Interest	171.62	35.37
Interest	47.06	21.46
Depreciation	0.27	0.62
Profit/(Loss) before Tax	124.29	13.28
Provision for Income Tax	33.51	3.85
Creation of Deferred Tax Assets/(Deferred Tax Liabilities written back)	-	(4.07)
Net Profit/(Loss) from continuing operations	90.77	13.50
Extraordinary and exceptional items	-	-
Profit/(Loss) for the year	90.77	13.50
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	90.77	13.50

DIVIDEND & RESERVES

In order to meet the working capital requirements of the Company, no Dividend has been recommended. During the period under review, no amount was transferred to General Reserve.

IMPACT OF COVID-19 PANDEMIC

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. The switch to work from home for employees was carried out seamlessly to work remotely and securely.

With it's positive outlook, innovative business model and work commitment even in these uncertain time due to the pandemic, the Company is anticipating to navigate the challenges ahead and gain better momentum in the near future.

REVIEW OF OPERATIONS/ KEY HIGHLIGHTS

During the period under consideration the Company's revenue from operations were Rs. **5519.21** Lakhs and it earned profit before tax of Rs. **124.29** Lakhs. It is apparent from the financials shown above that the profit before tax of the Company has increased in comparison with the previous year. The Company is dealing in Textile range of Products. In the coming year, management focus shall continue to be on expanding specialty and improving internal efficiencies.

STATEMENT OF AFFAIRS

The company is aggressively making efforts in enhancing the sale, as a result of which, the sale and profits of the company have been increased in comparison of the previous Financial year. In the current year, also the company is expecting exceptional growth in the turnover and profits of the company.

DEPOSITS

Your Company has no unclaimed / unpaid matured deposit or interest due thereon. Your Company has not accepted any deposits covered under 'Chapter V - Acceptance of Deposits by Companies' under the Companies Act, 2013 during the financial year ended March 31, 2020.

CAPITAL STRUCTURE

The Authorized Share Capital of the Company as on March 31, 2020 stands at Rs. 4,50,00,000/- divided into 45,00,000 equity shares of Rs. 10/- each. The Paid up Equity Share Capital as at March 31, 2020 stood at Rs. 3,50,34,000/- divided into 35,03,400 equity shares of Rs. 10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2020, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

• Directors and KMP appointed or ceased during the year

The composition of the Board is in conformity relevant provisions of the Companies Act, 2013. All the Directors possess the requisite qualifications and experience in general corporate Management, finance, banking and other allied fields, which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

AGGARSAIN SPINNERS LIMITED

Name	Designation	Date of Appointment	Date of Cessation
Mr. Sunny Garg	Managing Director	14.08.2010	-
Mr. Ramesh Kumar	Director	30.09.1998	-
Mr. Ajay Garg	Whole Time Director & CFO (KMP)	21.12.2017	-
Mr. Jagdish Rai Kansal	Independent Director	12.02.2001	-
Mr. Suresh Kumar	Independent Director	12.02.2001	-
Mr. Ashok Goel	Independent Director	12.02.2001	-
Ms. Sunita Rani	Director	12.01.2001	-
Mr. Rajnish Kumar Goyal	Independent Director	14.08.2010	10.10.2019
Ms. Pinky Kumari	Company Secretary (KMP)	28.03.2019	-

- Details of Director retiring by rotation in the ensuing 27th Annual General Meeting

In accordance with the provisions of the Companies Act, 2013 and pursuant to the company's Articles of Association, the Independent Directors of the Company are not liable to retire by rotation.

In view of the above, and pursuant to Section 152(6), the remaining directors, being Executive Directors, are now made liable to retire by rotation at every 27th Annual General Meeting. Thus, Mr. Sunny Garg, Managing Director, being longest in office, would retire at this 27th Annual General Meeting.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV to the Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held on 04th March 2020 to discuss the agenda items as prescribed under the applicable laws. The meeting was attended by all Independent Directors of the Company.

MATERIAL CHANGES AFTER THE CLOSE OF THE FINANCIAL YEAR

The Company is under the process of acquiring a Textiles Company, M/s GPI Textiles Limited, which was under Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code 2016. Aggarsain Spinners was declared "successful bidder" in the negotiation quoting a price of Rs. 83.75 Crores. The Resolution plan has been submitted to Hon'ble National Company Law Tribunal Chandigarh (NCLT) and is pending for approval.

AGGARSAIN SPINNERS LIMITED

Further the Company is also under process of acquiring another Textile Company, M/s Vallabh Textiles Company Limited, which was under Corporate Insolvency Resolution Process under IBC, 2016.

Aggarsain Spinners Limited has been declared as successful H1 bidder. The Resolution plan for acquisition of Vallabh Textiles Company Limited has been submitted to Hon'ble National Company Law Tribunal Chandigarh (NCLT) and is pending for approval.

The Company has shifted its registered office from Bhola Bhawan, Near Geeta Mandir, Geeta Colony, Panipat- 132 103 to 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116 for better efficiency and effectiveness.

CHANGE IN NATURE OF BUSINESS

The Company has not undergone any changes in the nature of the business during the financial year. However the Company has entered into Job work Agreement with GPI Textiles Limited to conduct the manufacturing activity on job work basis by using machinery and manpower of GPI.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

AUDITORS

• STATUTORY AUDITORS

The shareholders of the Company at 27TH AGM held on September 29th 2017 had appointed M/s. Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. **019229N**), as the Statutory Auditors of the Company for an initial term of 5 years.

EXPLANATION TO AUDITOR'S REPORT

The Report given by M/s. Navdeep Mittal & Associates, Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year ended March 2020 is part of the Annual Report. There are no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

• SECRETARIAL AUDITORS

Provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable on the Company for the financial year 2019-20.

• COST AUDIT

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company for the financial year 2018-19.

• **INTERNAL AUDITORS**

Provisions of Section 138 of the Companies Act, 2013 are not applicable on the Company for the financial year 2019-20.

INTERNAL FINANCIAL CONTROLS

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

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Venture or any Associate Company, pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, therefore, no requirement of attachment of Form AOC-1.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Sec. 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability hereby confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2019-20 and of the profit of the company for the year;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy establishing vigil mechanism which is overseen by the Audit Committee for the genuine concerns expressed by the employees and the Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The policy as approved by the Board is uploaded on the Company's website.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or covered under Section 188 of the Companies act, 2013. Hence, the details of such contracts or arrangements with its related parties in the ordinary course of business are disclosed in Form AOC-2 annexed as "Annexure C" as prescribed under the Companies Act, 2013 and the Rules framed thereunder.

The Policy on dealing with related party transactions and on determining materiality of related party transactions as approved by the Board may be accessed on the Company's website.

REMUNERATION POLICY & BOARD EVALUATION

The Companies Act, 2013 mandates that the Board shall monitor and review the Board evaluation i.e. evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

In compliance with the Companies Act, 2013 the Board has carried out an evaluation of its own performance, Committees and performance of individual Directors during the period under review. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation involves Self-Evaluation by the Board Members and subsequent assessment by the Board of Directors. The Board of Directors expressed their satisfaction with the evaluation process.

AGGARSAIN SPINNERS LIMITED

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board Members and related matters are put up on the website of the Company.

MEETINGS OF THE BOARD OF DIRECTORS

Eleven meetings of the Board of Directors were held during the financial year 2019-20. The details of the meetings of the Board held during the financial year 2019-20 are as under:-

Sr No.	Meeting	Dates of Meeting
1.	Board of Directors	01-04-2019
2.	Board of Directors	16-04-2019
3.	Board of Directors	29-05-2019
4.	Board of Directors	10-07-2019
5.	Board of Directors	04-09-2019
6.	Board of Directors	22-10-2019
7.	Board of Directors	01-12-2019
8.	Board of Directors	21-12-2019
9.	Board of Directors	25-01-2020
10.	Board of Directors	12-02-2020
11.	Board of Directors	14-02-2020

COMPOSITION OF COMMITTEES

AUDIT COMMITTEE

The Board of Directors of the Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder. The terms of reference of the Audit Committee has been approved by the Board of Directors.

The Audit Committee comprises Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar and Mr. Sunny Garg as other members. All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors constituted a Nomination and Remuneration Committee comprising four Non-Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar, Mr. Ashok Goel and Ms. Sunita Rani as other members. The function of the Nomination and Remuneration Committee includes recommendation of appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

A Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act 2013 for formulization of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Board of Directors constituted a Stakeholder Relationship Committee comprising Two Non- Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Ashok Goel and One Executive Director Mr. Sunny Garg as other members. The Stakeholder Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form No. MGT – 9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure 'A'** and forms an integral part of this Report.

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

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

PREVENTION OF SEXUAL HARASSMENT

The Company has put in place a policy on Prevention of Sexual Harassment in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, As per the said policy, an Internal Complaint Committee (ICC) is in place to redress complaints received regarding sexual harassment. During the FY 2019-2020, following is the summary of complaints received and disposed of:

No. of Complaints received	- NIL
No. of Complaints disposed of	- NIL

Your Directors state that during the financial year ended March 31, 2020 under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS

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.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 'B'** and is attached to this report.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the purview of said section during the year.

PARTICULARS OF EMPLOYEES

During the financial year 2019-20, there was no employee employed in the Company who was in receipt of remuneration for that year not less than Rupees One Crore and Two Lakh Rupees and who employed for the part of the financial year was in receipt of remuneration not less than Rupees eight lakh and fifty thousand rupees per month.

The statement containing particulars of employees as required under section 197 of the Companies Act' 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable on the Company.

AGGARSAIN SPINNERS LIMITED

GENERAL DISCLOSURES

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.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
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.

STOCK EXCHANGE LISTING

The Company is under process of listing its equity shares at Metropolitan Stock Exchange of India Limited ("MSEI").

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company complies with all applicable secretarial standards.

INDUSTRIAL RESOLUTIONS

Industrial relations remain peaceful and cordial during the period under review. Your company regards its employees as its core strength and thus, undertakes requisite changes in various policies from time to time for their welfare.

ACKNOWLEDGEMENT

The Board takes this opportunity to sincerely thank all its stakeholders namely, shareholders, customers, suppliers/ contractors, bankers, employees, Government agencies, local authorities and the immediate society for their un- stinted support and co-operation during the year.

On behalf of the Board of Directors
For Aggarsain Spinners Limited

PLACE: Panchkula

DATE: 26.10.2020



Ramesh Kumar
(DIN: 01037508)
Chairman & Director



Sunny Garg
(DIN: 02000004)
Managing Director

AGGARSAIN SPINNERS LIMITED

ANNEXURE 'A' TO THE BOARD'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

1.	CIN:	U1729HR1998PLC034043
2.	Registration Date [DDMMYY]	05/11/1993
3.	Name of the Company	Aggarsain Spinners Limited
4.	Category / sub-category of the Company	Indian Non- Government Company/ Company limited by shares
5.	Address of the registered office	2 nd Floor, SCO 404, Sector-20, Panchkula- 134 116 Haryana
6.	Whether listed company	Unlisted (<i>The Company is under process of Listing its Equity Shares at Metropolitan Stock Exchange of India Limited (MSEI)</i>)
7.	Name, Address & contact details of the Registrar & Transfer Agents, if any	Beetal Financial & Computer Services Private Limited Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Ph:- 91-11-2996 1281-83- 97, Fax:- 91-11-2996 1284 Email Id : beetal@beetalfinancial.com Website : www.beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

SNO.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Trading of Textiles Products	1311	100

AGGARSAIN SPINNERS LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]: Nil

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ ASSOCIATE	SUBSIDIARY /
-----NA-----				

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	8,91,700		8,91,700	25.45 %	8,91,700		8,91,700	25.45%	No change
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	8,91,700		8,91,700	25.45 %	8,91,700		8,91,700	25.45%	No change

AGGARSAIN SPINNERS LIMITED

(2) Foreign									-
1. NRI – Individual s	-	-	-	-	-	-	-	-	-
2. Other – Individual s	-	-	-	-	-	-	-	-	-
3. Bodies Corp.	-	-	-	-	-	-	-	-	-
4. Banks / FI	-	-	-	-	-	-	-	-	-
5. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total sharehol ding of Promoter (A) = (A)(1)+(A) (2)	8,91,700		8,91,700	25.45 %	8,91,700		8,91,700	25.45%	No change
B. Public Sharehol ding									
1. Institio ns	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

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f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	0	1016600	1016600	29.01 %	0	1016600	1016600	29.01%	No change
ii) Individual shareholders holding nominal share	0	1595100	1595100	45.53 %	0	1595100	1595100	45.53%	No Change

AGGARSAIN SPINNERS LIMITED

capital in excess of ₹ 1 lakh									
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	0	2611700	2611700	74.55%	-	2611700	2611700	74.55%	No Change
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	2611700	2611700	74.55%	-	2611700	2611700	74.55%	No Change
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	891700	2611700	3503400	100.00%	891700	2611700	3503400	100.00%	-

AGGARSAIN SPINNERS LIMITED

ii) Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ramesh Kumar	6,24,240	17.81%	-	6,24,240	17.81%	-	-
2	Rajinder Kumar	2,57,960	7.36%	-	2,57,960	7.36%	-	-
3	Sunita Rani	9,500	0.27%	-	9,500	0.27%	-	-

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

SNO.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ramesh Kumar				
	At the beginning of the year	624240	17.81%	624240	17.81%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	624240	17.81%	624240	17.81%

AGGARSAIN SPINNERS LIMITED

SNO.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mr. Rajinder Kumar Garg				
	At the beginning of the year	257960	7.36%	257960	7.36%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	257960	7.36%	257960	7.36%

SNO.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Ms. Sunita Rani				
	At the beginning of the year	9500	0.27%	9500	0.27%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	9500	0.27%	9500	0.27%

AGGARSAIN SPINNERS LIMITED

**IV) Shareholding Pattern of top Ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Kunal Aggarwal				
	At the beginning of the year	94400	2.69%	94400	2.69%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	94400	2.69%	94400	2.69%

SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Ms. Saroj Goel				
	At the beginning of the year	88700	2.53%	88700	2.53%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	88700	2.53%	88700	2.53%

AGGARSAIN SPINNERS LIMITED

SN	<i>For Each of Top 10 Shareholders</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Mr. Rakesh Goel				
	At the beginning of the year	81900	2.33%	81900	2.33%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	81900	2.33%	81900	2.33%

SN	<i>For Each of Top 10 Shareholders</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Smt. Lalita Devi				
	At the beginning of the year	76300	2.18%	76300	2.18%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	76300	2.18%	76300	2.18%

SN	<i>For Each of Top 10 Shareholders</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Mr. Vikas Garg				
	At the beginning of the year	75600	2.16%	75600	2.16%
	Date wise Increase / Decrease in				

AGGARSAIN SPINNERS LIMITED

Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
At the end of the year	75600	2.16%	75600	2.16%

SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Ms. Kanchan Khurana				
	At the beginning of the year	73900	2.11%	73900	2.11%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	73900	2.11%	73900	2.11%
SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Mr. Deepak Mittal				
	At the beginning of the year	73200	2.09%	73200	2.09%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	73200	2.09%	73200	2.09%

AGGARSAIN SPINNERS LIMITED

SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Ms. Pratibha Garg				
	At the beginning of the year	65400	1.87%	65400	1.87%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	65400	1.87%	65400	1.87%

SN	For Each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	Mr. Manoj Garg				
	At the beginning of the year	60000	1.71%	60000	1.71%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	60000	1.71%	60000	1.71%

AGGARSAIN SPINNERS LIMITED

SN	<i>For Each of Top 10 Shareholders</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10.	Mr. Pankaj Garg				
	At the beginning of the year	61900	1.77%	61900	1.77%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	61900	1.77%	61900	1.77%

v) Shareholding of Directors and Key Managerial Personnel:

SN	<i>Shareholding of each Directors and each Key Managerial Personnels</i>	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Jagdish Rai Kansal				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	0	0%	0	0%

AGGARSAIN SPINNERS LIMITED

SN	Shareholding of each Directors and each Key Managerial Personnels	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mr. Ramesh Kumar				
	At the beginning of the year	624240	17.81%	624240	17.81%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	624240	17.81%	624240	17.81%

SN	Shareholding of each Directors and each Key Managerial Personnels	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Mr. Suresh Kumar				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	0	0%	0	0%

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

AGGARSAIN SPINNERS LIMITED

			company		
4.	Mr. Ashok Goel				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	0	0%	0	0%

SN	Shareholding of each Directors and each Key Managerial Personnels	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Ms. Sunita Rani				
	At the beginning of the year	9500	0.27%	9500	0.27%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	9500	0.27%	9500	0.27%
SN	Shareholding of each Directors and each Key Managerial Personnels	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Mr. Sunny Garg				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	0	0%	0	0%

AGGARSAIN SPINNERS LIMITED

SN	Shareholding of each Directors and each Key Managerial Personnels	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Mr. Ajay Garg				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	0	0%	0	0%

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,362,130.58	-	-	14,362,130.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	14,362,130.58	-	-	14,362,130.58
Change in Indebtedness during the financial year				
* Addition	42929186.3	36555000	-	79484186.3
* Reduction	-	-	-	-
Net Change	42929186.3	36555000	-	79484186.3
Indebtedness at the end of the financial year				
i) Principal Amount	57,291,316.88	36555000	-	93846316.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	57,291,316.88	36555000	-	93846316.88

AGGARSAIN SPINNERS LIMITED

VI). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sunny Garg	Ajay Garg	
1	Gross salary	4,725,000	3,675,000	84,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify (Employer Cont To Provident Fund)	-	-	-
	Total (A)	4,725,000	3,675,000	84,00,000
	Ceiling as per the Act	-	-	84,00,000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-

AGGARSAIN SPINNERS LIMITED

	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

SNO.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	1,56,000	Nil	1,56,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,56,000	-	1,56,000

AGGARSAIN SPINNERS LIMITED


XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

**On behalf of the Board of Directors
For Aggarsain Spinners Limited**

**PLACE: Panchkula
DATE: 26.10.2020**


Ramesh Kumar
 (DIN: 01037508)
Chairman & Director


Sunny Garg
 (DIN: 02000004)
Managing Director

AGGARSAIN SPINNERS LIMITED

ANNEXURE 'B' TO THE BOARD'S REPORT

INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED MARCH 31, 2020

(A) CONSERVATION OF ENERGY, POWER AND FUEL CONSUMPTION

The company is taking all measures to conserve Energy, Power and Fuel Consumption.

- | | |
|---|------|
| (i) Energy Conservation Measures taken | N.A. |
| (ii) Usage of Alternate Sources of Energy | N.A. |
| (iii) Capital Investments in Energy Conservation Equipments | N.A. |

- | | |
|--------------------------------------|------|
| (B) Technology absorption | N.A. |
| (C) Expenditure on R&D | N.A. |
| (D) Foreign Exchange earnings | NIL |

		Year ended 31 st March 2020	Year ended 31 st March 2019
a)	Total foreign Exchange earned	-	-
b)	Total foreign Exchange used on Import of raw materials, spare parts and capital goods	-	-
c)	Expenditure in Foreign Currencies for travels, subscription, consumables stores, goods for resale, commission on export sales etc.	-	-
d)	Remittance during the year in foreign currency on account of dividend.	-	-

**On behalf of the Board of Directors
For Aggarsain Spinners Limited**

**PLACE: Panchkula
DATE: 26.10.2020**


**Ramesh Kumar
(DIN: 01037508)
Chairman & Director**


**Sunny Garg
(DIN: 02000004)
Managing Director**

ANNEXURE 'C' TO THE BOARD'S REPORT

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

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

AGGARSAIN SPINNERS LIMITED

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shreya Strips Private Limited
b)	Nature of contracts/arrangements/transaction	Purchase
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the terms of transaction
e)	Date of approval by the Board	Not Required
f)	Amount paid as advances, if any	Nil

On behalf of the Board of Directors
For Aggarsain Spinners Limited



Ramesh Kumar
(DIN: 01037508)
Chairman & Director



Sunny Garg
(DIN: 02000004)
Managing Director

PLACE: Panchkula
DATE: 26.10.2020

AGGARSAIN SPINNERS LIMITED

Aggarsain Spinners Limited

CIN: U17297HR1998PLC034043

Regd. Office: 2nd Floor, SCO 404, Sector-20

Panchkula- 134 116, Haryana (India)

Ph. No. 0172-4644666

Email: aggarsainspinners@gmail.com, website: www.aggarsainspinners.com

Form No. MGT- 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

27th Annual General Meeting – 20 November, 2020

Name of the member(s) :

Registered address:

Email Id:

Folio No./DP ID- Client ID:

I / We, being the member(s) of _____ shares
of the above named Company, hereby appoint:

1) Name:

E Mail:

Address:

Signature _____ Or failing him / her

2) Name:

E Mail:

Address: _____

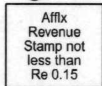
Signature _____

AGGARSAIN SPINNERS LIMITED

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Friday, November 20, 2020 at 11:00 a.m. at 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2020		
2	Appoint a Director in place of Mr. Sunny Garg, who retires by rotation and being eligible offers for re-appointment		
Special Businesses			
3	To consider and approve the payment of remuneration to Mr. Sunny Garg, Managing Director of the Company for period of his remaining tenure w.e.f April 01, 2020.		
4	To consider and approve the payment of remuneration to Mr. Ajay Garg, Whole time Director of the Company for period of his remaining tenure w.e.f April 01, 2020.		
5	To Consider and approve the Addition/Alteration in Object Clause of the Memorandum of Association of the Company.		

Signed this day of 2020.



**Signature of the member
Holder(s)**

Signature of the Proxy

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.

AGGARSAIN SPINNERS LIMITED

Aggarsain Spinners Limited

CIN: U17297HR1998PLC034043

Regd. Office: 2nd Floor, SCO 404, Sector-20

Panchkula- 134 116, Haryana (India)

Ph. No. 0172-4644666

Email: aggarsainspinners@gmail.com, website: www.aggarsainspinners.com

ATTENDANCE SLIP

(to be handed over at the entrance of the meeting hall)

27th ANNUAL GENERAL MEETING- November 20, 2020

**Folio No./ DP ID /
ID:**

Client

Number of shares held

I certify that I am a member / proxy for the member of the Company. I hereby record my presence at the 27th Annual General Meeting of the Company at 2nd Floor, SCO 404, Sector-20, Panchkula- 134 116 on Friday, November 20, 2020 at 11: 00 A.M.

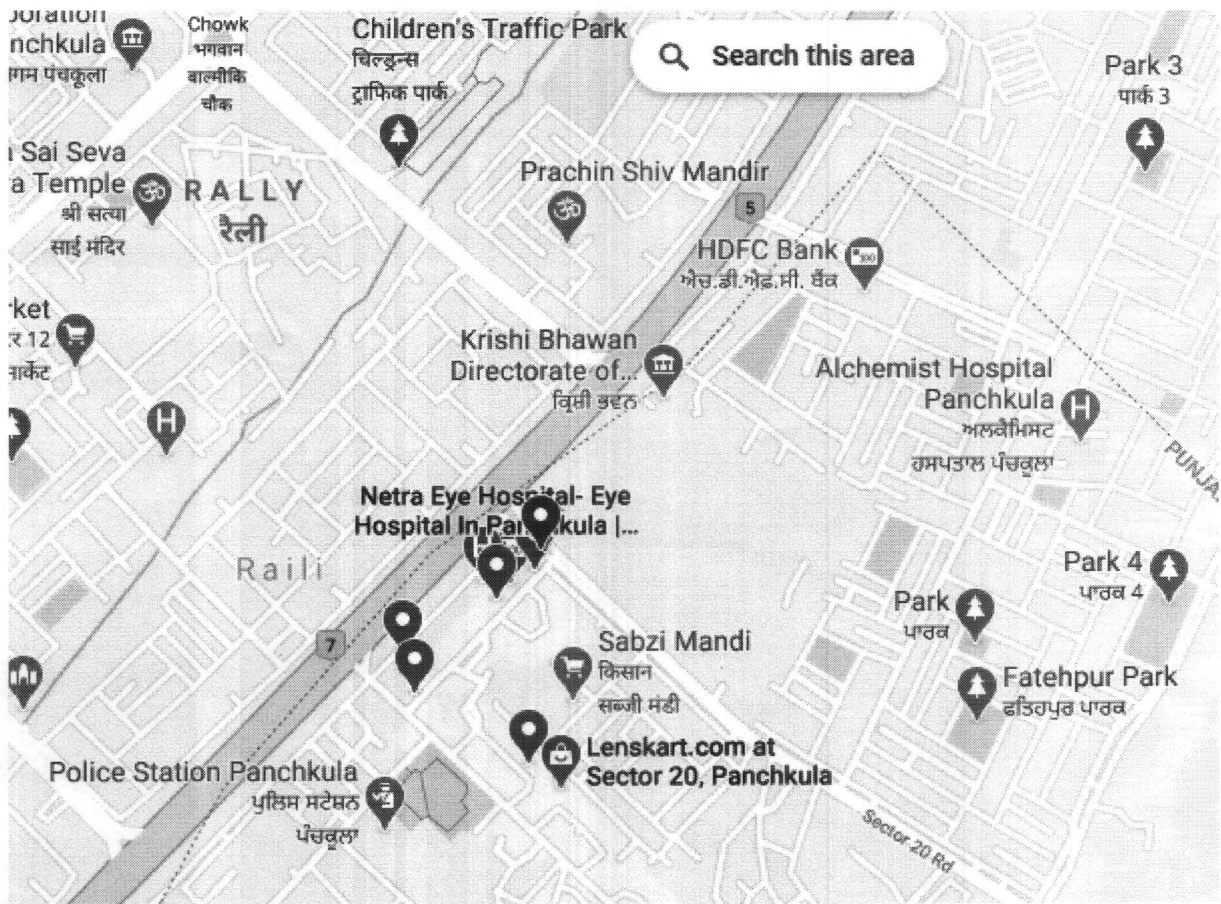
Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member

ROUTE MAP

27th ANNUAL GENERAL MEETING

2nd Floor, SCO 404, Sector-20, Panchkula- 134 116



Independent Auditors' Report

To the Member of
Aggarsain Spinners Limited
CIN- L17297HR1998PLC034043
Financial Year-2019-20

Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of **Aggarsain Spinners Limited**, CIN- L17297HR1998PLC034043 ("the Company"), which comprise the balance sheet as at 31st March, 2020, the statement of profit & loss, for the year ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of the 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 & fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true & fair view and free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal financial control relevant to the company's preparation of the financial statements that give a true & fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal controls system over financial reporting and the operating effectiveness of such controls.



An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

Opinion

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 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, 2018, and profit & loss for the year ended on that date.

Report on Other legal and Regulatory Requirements

As required by Section 143(3) of the Act, We report that:

- a) We have sought and obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the those books .
- c) The Balance sheet, the statement of Profit & Loss, dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specifies 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 at 31st March, 2020 taken on record by the Board of Director in terms of the Section 164(2) of the Act.
- f) In our opinion and to the best of information and the explanations as provided to us:
 - i. The Company does not have any pending litigation which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Navdeep Mittal & Associates
Chartered Accountants



Prop. : Navdeep Mittal [F.C.A.]
UDIN: 20560171AAAAEB4464
M.NO : 500171
Reg. No.: 019229N
Place :Karnal
Dated : 29.05.2020

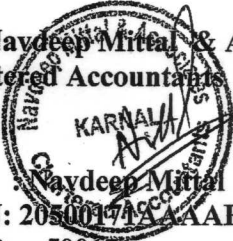
Annexure Referred to in Paragraph (2) of our Report of even date to the members of Aggarsain Spinners Limited for the year ended on 31st March 2020.

- 1)
 - a) The Company was not having any fixed asset at the end of the year.
 - b) N.A.
- 2)
 - a) As explained to us the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
 - b) In our opinion and according to the information given to us the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation of the size of the company and the nature of its business.
 - c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. As explained to us, no material discrepancies have been noticed on physical verification of stocks as compared to book records.
- 3) According to the information & explanation given to us, the Company has not granted secured or unsecured loans and advances to the companies, firms & other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory and fixed Assets and with regard to the sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- 5) In our opinion and according to the information and explanations given to us, the company has not accepted deposits within the meaning of provisions of Sec.73 to 76 of the Companies Act, 2013 & rules framed there under.
- 6) As informed to us maintenance of cost records under Section 148(1) of the Companies Act, 2013 is not applicable to the company.
- 7)
 - a) According to the records of the company, generally the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education & protection fund, employee's state insurance, income tax, wealth tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and any other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty, value added tax, cess were outstanding, as at 31st March, 2020 for a period of more than six months from the date they became payable.
- 8)
 - a) There are no accumulated losses of the company at the end of financial year.
 - b) The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.



- 9) The Company has not defaulted in repayment of loan from any financial institutions, banks or through issue of debentures.
- 10) As per information & explanation given to us the Company has not given guarantee for loans taken by others from bank or financial institutions, the terms & conditions whereof are prejudicial to the interest of the company.
- 11) The company has not taken any term loan during the year.
- 12) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Navdeep Mittal & Associates
Chartered Accountants**



**Prop. : Navdeep Mittal [F.C.A.]
UDIN: 20500171AAAEB4464
M.NO : 500171
Reg. No.: 019229N
Place :Karnal
Dated : 29.05.2020**

AGGARSAIN SPINNERS LIMITED

BALANCE SHEET AS ON 31.03.2020

PARTICULARS	Note No.	As At	
		31st March, 2020	31st March, 2019
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.01	35,034,000.00	35,034,000.00
(b) Reserves & Surplus	2.02	35,116,356.07	26,038,431.88
(2) Share Application Money	2.03	0.00	0.00
Pending Allotments			
(3) Non-Current Liabilities			
(a) Long Term Borrowings	2.04	36,555,000.00	0.00
(b) Deferred Tax Liabilities (Net)	2.36	0.00	0.00
(4) Current Liabilities			
(a) Short Term Borrowings	2.05	57,291,316.88	14,362,130.58
(b) Trade Payables	2.06	34,605,560.24	18,561,963.44
(c) Other Current Liabilities	2.07	24,903,934.00	275,250.00
(d) Short-Term Provisions	2.08	3,695,113.00	729,013.00
Total Equity & Liabilities		227,201,280.19	95,000,788.90
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plants & Equipments	2.09		
(i) Tangible Assets		49,907.00	51,568.00
(ii) Intangible Assets		0.00	0.00
(iii) Capital Work-in Progress		0.00	0.00
(b) Long Term Loans & Advances	2.10	0.00	0.00
(c) Other Non Current Assets	2.11	0.00	0.00
(2) Current Assets			
(a) Inventories	2.12	46,309,944.01	28,902,102.50
(b) Trade Receivables	2.13	46,789,665.72	42,949,440.80
(c) Cash & Cash Equivalents	2.14	84,272,974.26	75,066.60
(d) Short -Term Loans & Advances	2.15	25,545,784.20	3,899,077.00
(e) Other Current Assets	2.16	24,233,005.00	19,123,534.00
Total Assets		227,201,280.19	95,000,788.90

Significant Accounting Policies

1

Notes to Accounts

2

As per our separate report of even date.

For
CA WADEEP MITTAL & ASSOCIATES
Chartered Accountants

(CA WADEEP MITTAL)
Partner
Membership No. 500171
Firm's Regn. No. 019229N
UDIN: 20500171AAAAEB4464
Place : Panchkula
Date : 29/05/2020

Ramesh Kumar
Director
DIN: 01037508

Add: H. No. 43, Sector-7,
Panchkula- 134 116

Ajay Garg
Chief Financial officer & WTD
DIN: 07613769
PAN: BKKPG6880K
Add: H. No. 43,
Sector-7, Panchkula-134116

Sunny Garg
Managing Director
DIN: 02000004

Add: H. No. 43, Sector-7, Panchkula- 134 116

Pinky Kumari
Company Secretary
Membership No. A47649
Add: H. No. 46, Gall No. 1, Jain Road
Opposite Rama GE Store, Bhagwati Garden
Ext Uttam Nagar, Delhi- 110059

AGGARSAIN SPINNERS LIMITED

**STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED ON 31ST MARCH, 2020**

PARTICULARS	Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I. Revenue from Operations	2.17	551,921,559.64	64,701,461.00
II. Other Income	2.18	5,722,955.00	664,973.00
Total Income		557,644,514.64	65,366,434.00
III. Expenditure			
Cost of Material Consumed	2.19	341,155,452.54	0.00
Purchase of Stock-in-Trade	2.20	8,588,938.00	67,848,197.34
(Increase)/Decrease in F.G., WIP &	2.21	12,185,732.44	-16,629,942.50
Employee Benefit Expenses	2.22	13,168,780.00	9,468,422.00
Finance Costs	2.23	6,011,308.65	2,300,620.89
Depreciation & Amortisation Expense	2.24	27,161.40	62,081.00
Other Expenses	2.25	164,077,659.43	988,323.69
Total Expenses		545,215,032.46	64,037,702.42
IV Profit/(Loss) for the year Before Tax		12,429,482.19	1,328,731.58
V Tax Expense:			
(1) Current Tax		3,351,558.00	385,458.00
(2) Deferred Tax		0.00	(407,007.00)
VI Profit/(Loss) for the year After Tax		9,077,924.19	1,350,280.58


Significant Accounting Policies


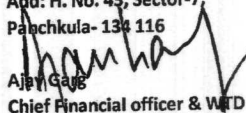
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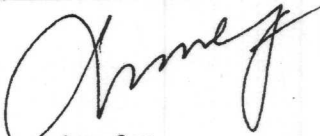
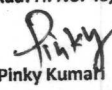
Notes to Accounts

2

As per our separate report of even date.

For

NAVDEEP MITTA & ASSOCIATES
 Chartered Accountants
 KARNATAKA
 (CA) NAVDEEP MITTA
 Partner
 Membership No. 500171
 Firm's Regn. No. 019229N
 UDIN: 20500171AAAAEB4464
 Place : Panchkula
 Date : 29/05/2020


Ramesh Kumar
 Director
 DIN: 01037508
 Add: H. No. 43, Sector-7,
 Panchkula- 134 116

Ajay Garg
 Chief Financial officer & WTD
 DIN: 07613769
 PAN: BKKPG6880K
 Add: H. No. 43,
 Sector-7, Panchkula-134116


Sunny Garg
 Managing Director
 DIN: 02000004
 Add: H. No. 43, Sector-7, Panchkula- 134 116

Pinky Kumari
 Company Secretary
 Membership No. A47649
 Add: H. No. 46, Gali No. 1, Jain Road
 Opposite Rama GE Store, Bhagwati Garden
 Ext Uttam Nagar, Delhi- 110059

AGGARSAIN SPINNERS LIMITED

NOTE : 1

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements are prepared on historical cost method , in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act , 2013 .

B. Fixed Assets

(i) Tangible Assets

Fixed assets are stated at cost less accumulated depreciation.

(ii) Intangible Assets

There is no intangible asset.

(iii) Capital Work In Progress

There is no capital work in progress as on 31.03.2020

C. Depreciation and Amortisation

Depreciation on fixed assets is provided to the extent of depreciable amount on Written Down Value (WDV) at the rates and in the manner prescribed in Schedule II to the Companies Act , 2013 over their useful life.

D. Investments

There are no long term Investments.

E. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase , cost of conversion and other costs including manufacturing overheads manufacturing overheads incurred in bringing them to their respective present location and condition. Stock in progress is determined at cost upto estimated stage of production.

F. Revenue Recognition

Revenue is recognized only when it can be reliably measured . Interest income is recognised on the time proportion basis taking into account the amount outstanding and rate applicable.

G. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act , 1961 . Deferred tax resulting from "timing difference" between taxable and accounting Income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

H. Contingent Liabilities and Contingent Assets

There is no contingent liability & assets.



A handwritten signature in black ink, appearing to read "Navdeep Mittal".

AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st Mar, 2020

PARTICULARS	As At 31st March, 2020	As At 31st March, 2019
-------------	---------------------------	---------------------------

Note : 2.01 Share Capital

A. Authorised Share Capital

45,00,000 Equity Shares of Rs 10/- each.	45,000,000.00	45,000,000.00
	<u>45,000,000.00</u>	<u>45,000,000.00</u>

Issued & Subscribed Share Capital

3503400 Equity Shares of Rs 10/- each.	35,034,000.00	35,034,000.00
	<u>35,034,000.00</u>	<u>35,034,000.00</u>

Fully Paid Up Share Capital

3503400 Equity Shares of Rs 10/- each.	35,034,000.00	35,034,000.00
	<u>35,034,000.00</u>	<u>35,034,000.00</u>

The Company has only one class of Equity Share having Par Value of Rs. 10 Per Share and Each Shareholder is eligible for One Vote Per Share.

B. Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the year.

Number of Shares Outstanding at the beginning of the year	3,503,400.00	3,503,400.00
Add : Number of Shares issued during the year- Fully Paid up	0.00	0.00
	<u>3,503,400.00</u>	<u>3,503,400.00</u>
Less : Number of Shares Forfeited	0.00	0.00
Number of Shares outstanding at the end of the year.	<u>3,503,400.00</u>	<u>3,503,400.00</u>

C. Details of Shares held by Shareholders having more than 5% of the aggregate shares in the company.

Name of Shareholder	No. of Shares Held	% of Shareholding	As at 31st March, 2019	
				% of Shareholding
(a) Mr Ramesh Kumar	624,240	17.82		17.82
(b) Mr Rajinder Kumar	257,960	7.36		7.36



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AGGARSAIN SPINNERS LIMITED**NOTE : 2****Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st Mar, 2020****Note : 2.02 Reserves & Surplus****1 Surplus (Profit & Loss Account)**

Balance Brought forward from Previous Year	20,154,431.88	18,804,151.30
Add : Profit for the year	9,077,924.19	1,350,280.58
Total	29,232,356.07	20,154,431.88

2 Reserves

General Reserve	3,000,000.00	3,000,000.00
Share Forfeiture Reserve	2,884,000.00	2,884,000.00
	5,884,000.00	5,884,000.00
Reserves & Surplus	35,116,356.07	26,038,431.88

Note : 2.03 Share Application Money Pending Allotments

	0.00	0.00
	0.00	0.00

Note : 2.04 Long Term Borrowings**A. Secured**

1 Term Loan	0.00	0.00
-------------	------	------

Sub Total (A)	0.00	0.00
----------------------	-------------	-------------

B. Unsecured

1 Term Loan		
-------------	--	--

2 Loans & Advances From Related Parties	36,555,000.00	
---	---------------	--

Sub Total (B)	36,555,000.00	0.00
----------------------	----------------------	-------------

Total (A+B)	36,555,000.00	0.00
--------------------	----------------------	-------------

Note : 2.05 Short Term Borrowings**A. Secured****1 Loan Repayable On Demand**

- From Banks

BANK OF MAHARASHTRA	57,291,316.88	14,362,130.58
---------------------	---------------	---------------

- From Other Parties

	0.00	0.00
--	------	------

Sub Total (A)	57,291,316.88	14,362,130.58
----------------------	----------------------	----------------------

- a) Cash Credit Limit from Bank of Maharashtra is secured by the hypothecation of Current Assets to Bank and by the Personal Guarantee of Directors.



AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st Mar, 2020**B. Unsecured****1 Loan Repayable On Demand**

- From Other Parties

Sub Total (B)

0.00

0.00

0.00

0.00

Total (A+B)

57,291,316.88

14,362,130.58

Note : 2.06 Trade Payables

Micro, Small and Medium Enterprises

0.00

0.00

Others

34,605,560.24

18,561,963.44

Total

34,605,560.24

18,561,963.44

Note : 2.07 Other Current Liabilities**Statutory Dues**

1 Auditor Remuneration Payable

29,500.00

20,000.00

2 T.D.S. Payable

663,636.00

195,000.00

Employee Expenses

3 Salary Payable

323,000.00

60,250.00

4 Director's Salary Payable

610,000.00

0.00

Creditors for Other Expenses

5 Freight Payable

252,965.00

0.00

6 Job Work Charges Payable

5,191,877.00

0.00

7 Professional Charges Payable

90,000.00

0.00

Advance Others

17,742,956.00

0.00

Total

24,903,934.00

275,250.00

Note : 2.08 Short Term Provisions

Provision for Taxation

3,351,558.00

385,458.00

Provision for Gratuity

343,555.00

343,555.00

Total

3,695,113.00

729,013.00

Note : 2.10 Long Term Loans & Advances**I. Long term Advances**

0.00

0.00

0.00

0.00

Note : 2.11 Other Non Current Assets

Miscellaneous Expenditure

(To the extent not written off or adjusted)

Preliminary Expenses

0.00

0.00

Less : Adjusted during the year

0.00

0.00

0.00

0.00



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AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st Mar, 2020

Note : 2.12 Inventories

1	Raw Materials	21,059,451.62	28,902,102.50
2	Finished Goods	16,716,370.06	0.00
3	Waste	60,600.00	0.00
4	Stock in Transit	8,473,522.00	0.00
		46,309,944.01	28,902,102.50

Note : 2.13 Trade Receivables

1	Outstanding for more than six months		
a)	Secured Considered Good	0.00	0.00
b)	Unsecured Considered Good	0.00	14,687,325.00
c)	Doubtful	0.00	0.00
	Sub Total (A)	0.00	14,687,325.00
2	Others		
a)	Secured Considered Good	0.00	0.00
b)	Unsecured Considered Good	46,789,665.72	28,262,115.80
c)	Doubtful	0.00	0.00
	Sub Total (B)	46,789,665.72	28,262,115.80
	Total (A + B)	46,789,665.72	42,949,440.80

Note : 2.14 Cash & Cash Equivalents

1	Cash-in-Hand		
	Cash-in-Hand	435,482.00	50,866.00
	Sub Total (A)	435,482.00	50,866.00
2	Bank Balances		
	Balance with Scheduled Banks		
	Bank of Maharashtra	7,949.80	9,200.60
	State Bank of India	14,542.46	0.00
	FDR's with Banks	83,815,000.00	15,000.00
	Sub Total (B)	83,837,492.26	24,200.60
	Total (A + B)	84,272,974.26	75,066.60

Note : 2.15 Short Term Loans & Advances

1	Other Advances (Secured)		
	GST Receivable	16,022,956.88	1,399,077.00
	T.D.S. Receivable	567,619.00	0.00
	Advance Income Tax	500,000.00	0.00
2	Unsecured (Considered Good)		
	Advance to Raw Material Suppliers	42,902.00	0.00
	Earnest Money	5,050,000.00	2,500,000.00
	Prepaid Expenses	37,555.00	0.00
	Trade Discount Receivable	1,644,751.32	0.00
	Other Advances	1,680,000.00	0.00
	Total	25,545,784.20	3,899,077.00



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AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2020.

PARTICULARS	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Note : 2.16 Other Current Assets		
1 Advance for Land/Flats	19,122,500.00	19,122,500.00
2 Interest Receivable	5,110,505.00	1,034.00
	24,233,005.00	19,123,534.00
Note : 2.17 Revenue from Operations		
I Sale of Finished Goods	551,921,559.64	64,701,461.00
Total	551,921,559.64	64,701,461.00
Total Revenue From operations	551,921,559.64	64,701,461.00
Note : 2.18 Other Income		
1 Profit on sale of fixed assets	0.00	664,973.00
2 Interest on FDR	5,677,090.00	0.00
3 Other Income	45,865.00	0.00
Total	5,722,955.00	664,973.00
Note : 2.19 Cost Of Material Consumed		
1 Raw Material Consumed		
Opening Balance	0.00	0.00
Add: Purchases	370,749,026.49	0.00
Less: Closing Balance	21,059,451.62	0.00
Total	349,689,574.87	0.00
2 Waste		
Opening Balance	0.00	0.00
Add: Purchases	0.00	0.00
Less: Closing Balance	60,600.00	0.00
Total	-60,600.00	0.00
3 Packing Material		
Opening Balance	0.00	0.00
Add: Purchases	0.00	0.00
Less: Closing Balance	0.00	0.00
Total	0.00	0.00
4 Stock In Transit		
Opening Balance	0.00	0.00
Add: Purchases	0.00	0.00
Less: Closing Balance	8,473,522.33	0.00
Total	-8,473,522.33	0.00
Total Cost of Material Consumed	341,155,452.54	0.00



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AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2020.

Note : 2.20 Purchase Of Stock-in-Trade

1 Finished Goods	8,588,938.00	67,848,197.34
	8,588,938.00	67,848,197.34

Note : 2.21 (Increase) / Decrease in Finished Goods, WIP & Stock in Trade

1 Opening Stock		
(a) Finished Goods	28,902,102.50	12,272,160.00
(b) Work in Progress	0.00	0.00
(c) Waste	0.00	
	28,902,102.50	12,272,160.00
2 Closing Stock		
(a) Finished Goods	16,716,370.06	28,902,102.50
(b) Work in Progress	0.00	0.00
(c) Waste	60,600.00	
	16,716,370.06	28,902,102.50
Total (1 - 2)	12,185,732.44	-16,629,942.50

Note : 2.22 Employee Benefit Expenses

A Direct Expenses		
1 Wages	0.00	0.00
2 E.P.F.	0.00	0.00
3 E.S.I.	0.00	0.00
Sub Total (A)	0.00	0.00
B Indirect Expenses		
1 Salaries	4,753,000.00	1,059,600.00
2 Director's Remuneration	8,400,000.00	8,400,000.00
3 Staff Welfare	15,780.00	8,822.00
Sub Total (B)	13,168,780.00	9,468,422.00
Total (A+B)	13,168,780.00	9,468,422.00

Note : 2.23 Finance Costs

1 Interest on CC/TL	4,686,498.19	1,936,905.00
2 Interest on Others	19,515.00	209,935.00
3 Bank & Financial Charges	1,305,295.46	153,780.89
	6,011,308.65	2,300,620.89

Note : 2.24 Depreciation & Amortisation Expenses

1 Depreciation	27,161.40	62,081.00
2 Amortisation	0.00	0.00
	27,161.40	62,081.00



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AGGARSAIN SPINNERS LIMITED**NOTE : 2****Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2020.**

2.26 Based on the information available with the company, in respect of MSME (as defined in the Micro Small & Medium Enterprises Development Act, 2006) there are no outstanding payments to such companies at the end of the year. This has been relied upon by the auditor.

2.27 Remuneration paid/payable to Managing Director and Whole Time Directors.

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Director's Remuneration	8,400,000.00	8,400,000.00

2.28 Remuneration paid / payable to Auditors

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Statutory Audit Fees	29,500.00	20,000.00

2.90 In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised, in the ordinary course of business.

2.30 Deferred Taxation is taken as NIL since majority of Assets are transferred.

2.31 Related Party Disclosures for the Year Ended 31st March, 2020.

(a)	1	Key Management Personnel / Directors	Sh Ramesh Kr Garg Sh Sunny Garg Sh Ajay Kr Garg
	2	Relative of Key Management Personnel	Smt Meenakshi Garg Ms Divya Garg Ms Pallavi Garg Ms Ridhima Garg



AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2020.

3	Enterprises that directly/indirectly through one or more intermediaries control or controlled by, or under common control with, the company.	Nil
4	Associate Company	Nil
5	Members or their relatives having significant influence over the company by having an interest in the voting power of the company.	Nil
6	Enterprises in which substantial interest in the voting power is owned directly/indirectly by the key management personnel or their relatives including directors and senior management of the company.	Fortune Multitech Pvt Ltd VROMS Buildcon Pvt Ltd

(b) Details of Transaction with the Related Parties

Particulars	Names	Payment on a/c of	Amount (In Rs.)
1 Key Management Personnel	Sh Sunny Garg Sh Ajay Garg		4,725,000.00 3,675,000.00
2 Relative of Key Management Personnel	Nil		
3 Enterprises where Control Exists	Nil		
4 Associate Company	Nil		
5 Members or their relatives having significant influence	Nil		
6 Enterprises in which substantial interest	Nil		

2.32 Expenditure in Foreign Currency (on payment basis) -

Particulars	Year Ended 31st March , 2020
Nil	Nil

2.33 Earnings in Foreign Currency -Nil

2.34 Amount remitted during the year in foreign currency on dividends and number of non-resident Shareholders - Nil.

2.35 Value of Imports Calculated on CIF basis by the Company during the financial year in respect of:

S.No.	Particulars	Amount
1	Raw Material & Stock-in-Trade	Nil
2	Capital Goods	Nil
3	Components & Spare Parts	Nil



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AGGARSAIN SPINNERS LIMITED

NOTE : 2

Notes to Accounts Forming Integral Part of the Profit & Loss Account for the Year Ended 31st March, 2020.

2.36 Contingent Liabilities & Commitments - Nil

2.37 A. Registration Details

Registration Number	34043	34043
State Code		
Balance Sheet Date	31.03.2020	31.03.2019

2.37 B. Position Of Mobilisation & Development of Funds

Total Equity & Liabilities	227,201,280.19	95,000,788.90
Total Assets	227,201,280.19	95,000,788.90

Equity & Liabilities

Paid Up Capital	35,034,000.00	35,034,000.00
Reserves and Surplus	35,116,356.07	26,038,431.88
Share Application Money	0.00	0.00
Non Current Liabilities	36,555,000.00	0.00
Current Liabilities	120,495,924.12	33,928,357.02

Assets

Net Fixed Assets	49,907.00	51,568.00
Non Current Assets other than Fixed Assets	0.00	0.00
Net Current Assets	227,151,373.19	94,949,220.90

2.37 C. Performance of Company

Revenue From Operations	551,921,559.64	64,701,461.00
Other Income	5,722,955.00	664,973.00
Total Expenditure	545,215,032.46	64,037,702.42
Profit before tax	12,429,482.19	1,328,731.58
Provision for Taxation		
-Current Tax	3,351,558.00	385,458.00
-Deferred Tax	0.00	-407,007.00
Profit after Tax	9,077,924.19	1,350,280.58

2.37 D. Generic Name of the Principal Product of Co.

(As per monetary Terms)

Item Code No.

Product Description

Textile Goods

For
FOR NAVDEEP MITTAL & ASSOCIATES

Chartered Accountants

KARNAM

NAVDEEP MITTAL

Partner

Membership No. 1300271

Firm's Regn. No. 019229N

UDIN:

Place : Panchkula

Date : 29.05.2020

Ramesh Kumar

Director

DIN: 01037508

Add: H. No. 43, Sector-7,

Panchkula-134 116

Nav Garg

Chief Financial officer & WTD

DIN: 07613769

PAN: BKKPG6880K

Add: H. No. 43,

Sector-7, Panchkula-134116

Sunny Garg

Managing Director

DIN: 02000004

Add: H. No. 43, Sector-7, Panchkula- 134 116

Pinky Kumari

Company Secretary

Membership No. A47649

Add: H. No. 46, Gali No. 1, Jain Road

Opposite Rama GE Store, Bhagwati Garden

Ext Uttam Nagar, Delhi- 110059

NOTE : 2
Notes to Accounts Forming Integral Part of the Balance Sheet As At 31st March, 2020.

Note : 2.09 Fixed Assets

S.No.	Particulars	Gross Block			Depreciation			Net Block		
		As On 01.04.2019	Addition During the Year	Deduction During the Year	As On 31.03.2020	As On 01.04.2019	Addition During the Year	Deduction During the Year	As On 31.03.2020	WDV as on 31.03.2019
I.	Tangible Assets									
1	Land	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Land - II	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	Building-Unit-1	0.00	0.00	0.00	0.00	0.40	0.00	0.00	0.00	0.00
4	Building-Unit-II	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
5	Plant & Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6	Furniture & Fixtures	25,750.00	0.00	0.00	25,750.00	2,446.00	0.00	6,748.00	19,002.00	21,448.00
7	Vehicles	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
8	Computer	68,400.00	25,500.00	0.00	93,900.00	24,715.00	0.00	62,995.00	30,905.00	30,120.00
	Total	94,150.00	25,500.00	-	119,650.00	27,161.40	-	69,743.00	49,907.00	51,568.00
II	Intangible Assets									
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
III	Capital Work-in-Progress									
1	Plant & Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Building-unit-i	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



(Handwritten Signature)

CASH FLOW STATEMENT

	31.03.2020	31.03.2019
A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit after tax	9,077,924.19	1,350,280.58
Add: Depreciation	27,161.40	62,081.00
Financial Expenses	6,011,308.65	2,300,620.89
Provision for Taxation	3,351,558.00	385,458.00
Loss on sale of Fixed Assets	-	-
	18,467,952.24	4,098,440.47
Less: Profit on sale of fixed assets	-	664,973.00
Operating Profit before working capital changes	18,467,952.24	3,433,467.47
Less: increase in current assets	30,596,403.12	(43,201,036.13)
increase in Inventories	17,407,841.51	16,629,942.50
	(29,536,292.40)	30,004,561.10
Add: Increase in Trade Payable & Other Current Liabilities	43,638,380.80	12,789,995.94
Cash Generated from Operations	14,102,088.40	42,794,557.04
Less: Financial Charges	-	-
Provision for taxation	3,351,558.00	385,458.00
Net Cash from Operating Activities	10,750,530.40	42,409,099.04
B. <u>CASH FROM INVESTING ACTIVITIES</u>		
Sale of Fixed Assets	-	13,200,000.00
<u>Less:</u>		
Purchase of Fixed Assets	-	-
add Increase in non current liabilities	36,555,000.00	(59,290,129.11)
less Increase in non current assets	-	7,277,500.00
Net Cash from Investing Activities	36,555,000.00	(53,367,629.11)
C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from share capital	-	-
Proceeds from share premium	-	-
Proceeds from Share Forfeiture Reserve	-	-
Proceeds from Secured Loans(long term borrowings)	-	-
Proceeds from Unsecured Loans(short term borrowings)	42,929,186.30	5,934,004.56
Cash from Financing Activities	42,929,186.30	5,934,004.56
Less: finance Charges Paid	6,011,308.65	2,300,620.89
	36,917,877.65	3,633,383.67
Net increase in Cash & Cash Equivalents	84,223,408.05	(7,325,146.40)
Opening Balance of Cash & Cash Equivalents	75,066.60	7,400,213.00
Closing Balance of Cash & Cash Equivalents	84,298,474.65	75,066.60

Place:- PANCHKULA
Dated:- 29/05/2020



for AGGARSAIN SPINNERS LIMITED

(Signature)
(Ramesh Kumar)
Director
DIN: 01037508
Add: H. No. 43
Sector-7, Panchkula

(Signature)
(Sunny Garg)
Managing Director
DIN: 02000004
Add: H. No. 43
Sector-7, Panchkula