

**NewLight<sup>®</sup>**  
**Apparels Limited**

LEADING MANUFACTURERS AND EXPORTERS

Regd. Office : ...  
GC-29, Basement, Shivaji Enclave  
Raja Garden, New Delhi-110027  
CIN No. L74899DL1995PLC064005

07<sup>th</sup> December, 2020

To,  
The Secretary  
Corporate Relationship Department  
BSE Limited  
PhirozeJeejeebhoy Tower,  
Dalal Street, Mumbai- 400001

Ref: New Light Apparels Limited (Scrip Code: 540243)

Sub: Submission of Annual Report 2019-20 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir,


Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report of the Company for the financial year 31<sup>st</sup> March, 2020 including the Notice of the 25<sup>th</sup> Annual General Meeting of the Company to be held on Monday, December 28, 2020 at 12:30 P.M. at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110027.

The same is being dispatched to the Company's shareholders by the permitted mode(s).

We request you to kindly take the same on records.

Thanking You,  
Yours Truly,

For and on behalf of New Light Apparels Limited

  
Manisha Goswami  
Company Secretary & Compliance officer

Encl: 1. Notice of 25<sup>th</sup> AGM

2. Annual Report

Tele. : 011-4561-3885, Email : newlight.apparels@gmail.com, Website : www.newlightapparels.com

**25<sup>TH</sup> ANNUAL REPORT**  
**Financial Year 2019-2020**

*NEW LIGHT APPARELS LIMITED*  
**CIN: L74899DL1995PLC064005**

GC-29, BASEMENT, SHIVAJI ENCLAVE,  
RAJA GARDEN, NEW DELHI-110027.

**[www.newlightapparels.com](http://www.newlightapparels.com)**



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## **CORPORATE INFORMATION**

**Corporate Identity Number (CIN):**L74899DL1995PLC064005

**Name of the Company:**NEW LIGHT APPARELS LIMITED

**ROC Code:**ROC-Delhi

**Registration Number:**064005

**Authorized Capital (Rs):**3,50,00,000/-

**Paid up Capital (Rs):**2,19,62,300/-

**Date of Incorporation:**03/01/1995

**Registered Office :**GC-29, BASEMENT, SHIVAJI ENCLAVE

RAJA GARDEN NEW DELHI-110027

**Email- Id:**newlight.apparels@gmail.com

**Financial Year reported:** 2019-20

### BOARD OF DIRECTORS

S. No.	Name of Directors	Designation
1.	Mr. Sandeep Makkad	Managing Director, CFO
2.	Mr. GurcharanLal Makkad	Whole Time Director
3.	Mrs. MeetuMakkad	Whole Time Director
4.	Mr. Sunil Grover	Non-Executive Independent Director
5.	Mrs. RishitaSethi	Non-Executive Independent Director
6.	Mrs. SudeshKatyal	Non-Executive Independent Director

### KEY MANAGERIAL PERSONNEL

S. No.	Name of Directors	Designation
1.	Mr. Sandeep Makkad	Managing Director, CFO
2.	Mr.GurcharanLal Makkad	Whole Time Director
3.	Mrs. MeetuMakkad	Whole Time Director
4.	Ms. Shilpa Bansal (Resigned wef 11.12.2019)	Company Secretary & Compliance Officer
5.	Mr. Rajesh Kumar Sharma (Resigned w.e.f. 08.09.2020)	Chief Financial Officer
6.	Manisha Goswami (Appointment w.e.f. 01.11.2020)	Company Secretary & Compliance Officer

### AUDIT COMMITTEE

S. No.	Name of Directors	Designation
1.	Mr. Sunil Grover	Chairman
2.	Mrs. Rishita Sethi	Member
3.	Mrs. Sudesh Katyal	Member

### NOMINATION & REMUNERATION COMMITTEE

S. No.	Name of Directors	Designation
1.	Mr. Sunil Grover	Chairman
2.	Mrs. RishitaSethi	Member
3.	Mrs. SudeshKatyal	Member

### STAKEHOLDER RELATIONSHIP COMMITTEE

S. No.	Name of Directors	Designation
1.	Mrs. Sudesh Katyal	Chairperson
2.	Mrs. RishitaSethi	Member





3.	Mr. Sunil Grover	Member
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**STATUTORY AUDITORS**

M/s Rajan Malik & Co.  
Chartered Accountants  
40/230, C.R Park opp. Kalkaji, B Block  
New Delhi-110019

**REGISTRAR & SHARE TRANSFER AGENTS**

Beetal Financial and Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Center,  
Near Dada Harsukhdas Mandir,  
New Delhi – 110062

Phone – 91-11-29961281-83  
Fax - 91-11-29961284

Email – [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**SECRETARIAL AUDITOR**

M/s Parveen Rastogi & Co.,  
Company Secretaries,  
Flat No. 3, Sood Building, Teil Mill Marg,  
Ram Nagar, Paharganj, New Delhi – 110055

**REGISTERED OFFICE**

GC-29, Basement, Shivaji Enclave,  
Raja Garden, New Delhi-110027  
Phone- 011-45613885  
E-mail Id: [newlight.apparels@gmail.com](mailto:newlight.apparels@gmail.com)  
Website: [www.newlightapparels.com](http://www.newlightapparels.com)

**DETAILS OF STOCK EXCHANGES**

The Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001
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**NEW LIGHT APPARELS LIMITED**

**CIN: L74899DL1995PLC064005**

**Regd. Office: GC-29, BASEMENT, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027**

**Tel.: (91)-11-45613885**

**Email Id: [newlight.apparels@gmail.com](mailto:newlight.apparels@gmail.com); Website: [www.newlightapparels.com](http://www.newlightapparels.com)**

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**NOTICE**

**NOTICE** is hereby given that the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **NEW LIGHT APPARELS LIMITED** will be held on **MONDAY, 28<sup>TH</sup> DECEMBER 2020 AT 12:30 Noon** at its Registered Office at **GC-29, BASEMENT, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027** to transact the following businesses:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, and the Report of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Gurucharan Lal Makkad (DIN: 01689768) as a Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To fix the Remuneration of M/s Rajan Malik & Co., Chartered Accountants as Statutory Auditors.

**SPECIAL BUSINESSes:**

4. **Re-appointment of Mr. Sandeep Makkad (DIN: 01112423) as a Managing Director of the Company for a term of five consecutive years with effect from August 10, 2021**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;

**“RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded to the re-appointment of Mr. Sandeep Makkad (DIN: 01112423), as Managing Director (designated as “Managing Director”) of the Company for a period of five years with effect from August 10, 2021 to 9<sup>th</sup> August, 2026 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sandeep Makkad.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sandeep Makkad shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.



**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**5. Re-appointment of Mr. Gurucharan Lal Makkad (DIN: 01689768) as a Whole Time Director of the Company for a term of five consecutive years with effect from April 01, 2020**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution;

“**RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded to the re-appointment of Mr. Gurucharan Lal Makkad (DIN: 01689768), as Whole Time Director (designated as “Whole Time Director”) of the Company for a period of five years with effect from April 01, 2020 to 31<sup>st</sup> March, 2025 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Gurucharan Lal Makkad.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Gurucharan Lal Makkad shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**6. Re-appointment of Mrs. Meetu Makkad (DIN: 01689785) as a Whole Time Director of the Company for a term of five consecutive years with effect from April 01, 2020**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;

“**RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded to the re-appointment of Mrs. Meetu Makkad (DIN: 01689785), as Whole Time Director (designated as “as Whole Time Director”) of the Company for a period of five years with effect from April 01, 2020 to 31<sup>st</sup> March, 2025 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mrs. Meetu Makkad.





**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Meetu Makkad shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**By order of the Board of Directors  
For NEW LIGHT APPARELS LIMITED**

**Sd/-  
SANDEEP MAKKAD  
MANAGING DIRECTOR  
DIN: 01112423**

**PLACE: NEW DELHI  
DATE: 03.12.2020**

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY /PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. A person can act as a proxy for only fifty members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. A proxy form is appended with attendance slip.
3. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

4. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of appointment/re-appointment are as follows:
  1. Mr. Sandeep Makkad (DIN: 01112423), Managing Director, whose period of office will expire on 09.08.2021 is seeking re-appointment under aforesaid Item No. 4;
  2. Mr. Gurucharan Lal Makkad (DIN: 01689768), Whole Time Director, retiring by rotation and seeking re-appointment as director aforesaid Item No. 2 and also re-appointment as Whole Time Director under Item No. 5 of the Notice whose period of office was expired on 31<sup>st</sup> March, 2020 and
  3. Mrs. Meetu Makkad (DIN: 01689785), Whole Time Director, whose period of office was expired on 31.03.2020 is seeking re-appointment under aforesaid Item No. 6 as in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under Item No.4, 5 and 6 of the Notice, is annexed hereto.
6. At the 24th AGM held on September 28, 2019 the members approved the appointment of M/S Rajan Malik & Co., Chartered Accountants, (Firm Registration No. 019859N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 24thAGM till the conclusion of the 29th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty Fifth AGM.



7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries at least seven days prior at the date of AGM of the company at its registered office address to enable the company to collect the relevant information.
9. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, December 22<sup>nd</sup>, 2020 to Monday, December 28<sup>th</sup>, 2020 (both days inclusive).
10. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, December 21<sup>st</sup>, 2020 (the “cut off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the Cut off date.
11. Members holding shares in physical form are requested to immediately notify change in their address, if any 10 days before the date of AGM to the Registrar and Transfer Agent of the Company, viz., Beetal Financial & Computer Services Private Limited, quoting their Folio Number(s).
12. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).
13. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
14. Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 08th June, 2018 with respect to mandatory dematerialization for transfer of securities, members are being hereby informed that transfer of physical securities will not be effected w.e.f. 05.12.2018. So you are requested to dematerialize your shares.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 25<sup>th</sup> Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members who's Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.
16. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. From the Company in electronic mode.
17. In accordance with the “Green Initiative” the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are registered with the



Company and/or the Depository Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.

18. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
19. Members may also note that the Notice of the 25<sup>th</sup> AGM and the Annual Report for financial year 2019-20 will also be available on the Company's website at <http://www.newlightapparels.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: [newlightapparels@gmail.com](mailto:newlightapparels@gmail.com). The Notice of AGM shall also be available on the website of CDSL viz. [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
21. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11 A.M. and 2 P.M. up to the date of AGM and will also be available for inspection at the venue of the AGM.
23. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. [www.newlightapparels.com](http://www.newlightapparels.com)

## **24. Voting through electronic means**

In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). E-Voting is optional.



**Please read carefully the following instructions/procedures on E-Voting.**

- I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote. At the venue of the meeting, members who have not cast their vote through remote voting may cast their vote through Ballot Paper.
- III. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has consented to act as Scrutinizer and appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IV. E-voting period begins on Friday, 25<sup>th</sup> December, 2020 at 09:00 a.m. and ends on Saturday, 27<sup>th</sup> December, 2020 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The instructions for shareholders voting electronically are as under:
  - a) The voting period begins on Friday, 25<sup>th</sup> December, 2020 at 09:00 a.m. and ends on Saturday, 27<sup>th</sup> December, 2020 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - c) Click on Shareholders.
  - d) Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL	8 Character DP ID followed by 8 Digits Client ID
Members holding shares in Physical Form	Enter Folio Number registered with the Company

- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)





	<p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number/member ID in the PAN field.</p> <p>In case the sequence number/member ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number/member ID 1 then enter RA00000001 in the PAN field.</p>
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company.</p> <p>Please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <NEW LIGHT APPARELS LIMITED> on which you choose to vote.
- l) On the voting
- m) page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- r) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t) **Note for Non — Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- VI. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication (s).
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21<sup>st</sup> December, 2020.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27<sup>th</sup> November, 2020, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or Registrar and Transfer Agent (RTA) of the Company.
- IX. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.
- X. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL within

Two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange.

- XI. The route map for venue of Annual General Meeting is also annexed.
- XII. The entire annual report is also available on the company's website [www.newlightapparels.com](http://www.newlightapparels.com).

### **ANNEXURE 1**

#### **Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015**

<b>Name of the Director</b>	Sandeep Makkad (Managing Director & CFO)
DIN	01112423
Date of Birth	12/12/1969
Date of Appointment on the Board of the Company	03/01/1995
Brief Resume and Experience/ Expertise	Mr. Sandeep Makkad is B.Com and has about 25 years of experience in the management of the Company. He is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.
Disclosure of relationships between Directors inter-se	Mr. Sandeep Makkad, Managing Director is S/o Shri Gurcharan Lal Makkad (WTD) and H/o Meetu Makkad (WTD).
Directorship held in other Companies	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Nil
Number of Equity Shares held in the Company	197110



**Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015**

<b>Name of the Director</b>	Shri Gurcharan Lal Makkad (Wholetime Director)
DIN	01689768
Date of Birth	20/01/1945
Date of Appointment on the Board of the Company	03/01/1955
Brief Resume and Experience/ Expertise	Mr.Gurcharan Lal Makkad is completed his graduation from Delhi University and he did his higher studies from London. He is experienced in leading and growing all sectors of a business to make it a dynamic and progressive organization
Disclosure of relationships between Directors inter-se	Gurucharan makkad is F/o Mr. Sandeep Makkad (MD) and Father-in-Law of Mrs. Meetu Makkad (WTD)
Directorship held in other Companies	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Nil
Number of equity Shares held in the Company	847300

**Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015**

<b>Name of the Director</b>	MeetuMakkad (WholetimeDirector)
DIN	01689785
Date of Birth	02/01/1971
Date of Appointment on the Board of the Company	30/10/2006
Brief Resume and Experience/ Expertise	Ms. MeetuMakkad is B.Com and has about 14 years of experience in the management of the Company. She is working with the Company at the top level since long time and has contributed tremendously in growth of the Company.
Disclosure of relationships between Directors inter-se	Mrs. Meetu Makkad (WTD) w/o Mr. Sandeep Makkad and Daughter-in Law of Shri Gurucharan Lal Makkad (WTD).
Directorship held in other Companies	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Nil
Number of Equity Shares held in the Company	13300





**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Mr. Sandeep Makkad (DIN- 01112423) was re-appointed as Managing Director of the Company for a term of 5 years i.e. w.e.f 10<sup>th</sup> August, 2016 to 9<sup>th</sup> August 2021 in the Annual General meeting as per the provisions of Section 196, 197 and schedule V of the Companies Act, 2013. His term of office will expire on 09<sup>th</sup> August, 2021. Therefore, the Board of Directors of the Company at its meeting held on 3<sup>rd</sup> December, 2020 and upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re-appointment of Mr. Sandeep Makkad (DIN- 01112423) as Managing Director of the company, for a term of 5 years w.e.f 10<sup>th</sup> August, 2021 to 09<sup>th</sup> August, 2026.

The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and discretion of the Board of Directors of the Company.

The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

The Board of Directors recommended Ordinary Resolution as mentioned in Item No. 4 for the approval of the shareholders in the ensuing Annual General Meeting.

Except Mr. Gurucharan Lal Makkad and Mrs. Meetu Makkad W/o Sandeep Makkad, None of the Directors, KMP's and their relatives are not interested in this Resolution subject to the extent of their shareholding.

**ITEM NO. 5:**

Shri Gurucharan Lal Makkad (DIN- 01689768) was appointed as Whole Time Director of the company w.e.f 01.04.2020 in the Board Meeting held on 5<sup>th</sup> March, 2020 on the recommendation of the Nomination and Remuneration Committee as per the provisions of Section 196, 197 and schedule V of the Companies Act, 2013.

The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and discretion of the Board of Directors of the Company.

The Whole Time Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Except Mr. Sandeep Makkad and Mrs. Meetu Makkad W/o Sandeep Makkad, None of the Directors, KMP's and their relatives are not interested in this Resolution subject to the extent of their shareholding.

**ITEM NO. 6:**

Mrs. Meetu Makkad (DIN- 01689785) was appointed as Whole Time Director of the company w.e.f 01.04.2020 in the Board Meeting held on 5<sup>th</sup> March, 2020 on the recommendation of the Nomination and Remuneration Committee as per the provisions of Section 196, 197 and schedule V of the Companies Act, 2013.

The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and discretion of the Board of Directors of the Company.

The Whole Time Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Except Mr. Sandeep Makkad and Mr. Gurucharan Lal Makkad, None of the Directors, KMP's and their relatives are not interested in this Resolution subject to the extent of their shareholding.

**By order of the Board of Directors  
For NEW LIGHT APPARELS LIMITED**

**Sd/-  
SANDEEP MAKKAD  
MANAGING DIRECTOR  
DIN: 01112423**

**PLACE: NEW DELHI  
DATED: 03.12.2020**



**FORM MGT-11**

**PROXY FORM**

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

**25<sup>th</sup> ANNUAL GENERAL MEETING, MONDAY, DECEMBER 28, 2020**

<b>Name of the member(s)</b>	:
<b>Registered Address</b>	:
<b>E-mail id</b>	:
<b>Folio/DP ID-Client ID</b>	:

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

- 1. Name: ..... Address: .....  
E-mail ID: ..... Signature:..... or failing him/her.
- 2. Name: ..... Address: .....  
E-mail ID: ..... Signature:..... or failing him/her.
- 3. Name: ..... Address: .....  
E-mail ID: ..... Signature:..... or failing him/her.
- 4. Name: ..... Address: .....  
E-mail ID: ..... Signature:..... or failing him/her.

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 28<sup>th</sup> December, 2020 at 12:30 Noon at registered office at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110027 or at any adjournment thereof in respect of such resolutions as are indicated below:



S. No.	Resolution	For	Against
<b>Ordinary Buisness</b>			
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the Audited Financial Statements as at 31st March, 2020 together with the reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr. Sandeep Makkad (DIN: <b>01112423</b> ) as a Director, who retires by rotation and being eligible offers himself for re-appointment.		
3.	To fix the remuneration of M/s Rajan Malik & Co, Chartered Accountants as Statutory Auditors.		
<b>Special Business</b>			
<b>Ordinary Resolution</b>			
4.	Re-appointment of Mr. Sandeep Makkad (DIN: 01112423) as a Managing Director of the Company for a term of five consecutive years with effect from August 10, 2021		
<b>Special Resolution</b>			
5.	Re-appointment of Mr. Gurucharan Lal Makkad (DIN: 01689768) as a Whole Time Director of the Company for a term of five consecutive years with effect from April 01, 2020		
<b>Ordinary Resolution</b>			
6.	Re-appointment of Mrs. Meetu Makkad (DIN: 01689785) as a Whole Time Director of the Company for a term of five consecutive years with effect from April 01, 2020		

Signed this .....day.....2020

.....

Signature of shareholder

.....

Signature of proxy

Affix Revenue Stamp of Rs. 1/-
---

**Note:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**ATTENDANCE SLIP****25<sup>TH</sup> ANNUAL GENERAL MEETING, MONDAY, DECEMBER 28<sup>TH</sup>, 2020**

I/we certify that I am member/proxy/authorized representative for the member of the Company.

I/we hereby confirm and record my/our presence at the **25<sup>th</sup> Annual General Meeting** of **NEW LIGHT APPARELS LIMITED** to be held on **Monday, December 28<sup>th</sup>, 2020** at **12:30 Noon** at the Registered Office of the Company at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110027.

<b>Folio No.:</b>	<b>DP ID*:</b>	<b>Client ID*:</b>
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

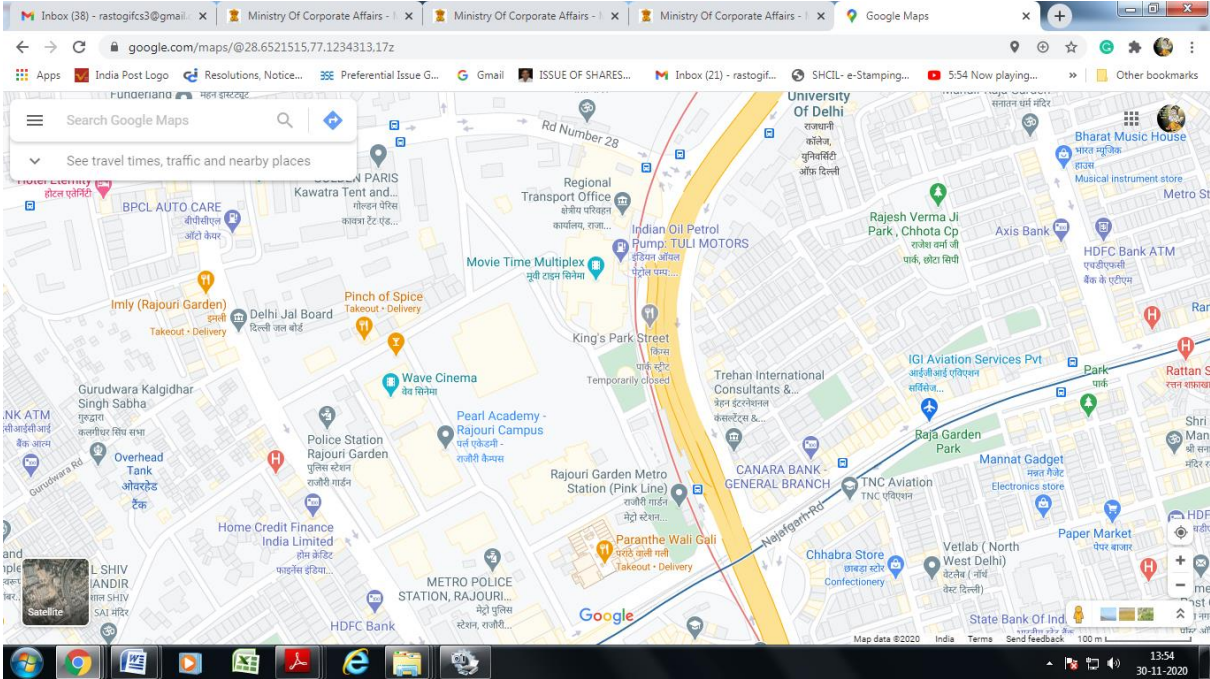
**Signature of Shareholder/Proxy**

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

\*Applicable for shareholders holding shares in electronic form.



## Route Map



### DIRECTOR'S REPORT

To  
The Members,

Your Board takes pleasure in presenting the 25<sup>th</sup> Annual Report together with the Audited Statement of Annual Accounts for the financial year ended 31<sup>st</sup> March, 2020.

### FINANCIAL SUMMARY

The financial highlights for the period under review are as follows:

*(Rs. in 000's)*

Particulars	31.03.2020	31.03.2019	31.03.2018
Revenue from Operations	121692.23	225503.87	1,19,945.92
Other Income	-	74.96	201.15
Total Income	121692.23	225578.82	1,20,147.07
Less: Expenses	121442.72	221672.25	1,18,429.70
Profit /loss before Tax	249.51	3906.57	1,717.37
Less: Tax Expenses (a) Current Tax	151.03	1050.22	(511.49)
Tax for earlier years	-	-4.51	-
Deferred Tax income	-84.03	-46.99	41.31
Profit /loss for the year	182.51	2907.85	1,247.19

Financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, (Act) and other relevant provisions of the Act read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

### COMPANY PERFORMANCE

The overall performance for the financial year ended 31st March, 2020 was satisfactory. The profits of company earned during the year was amounted to Rs. 1,82.51/-. However, your Directors are confident that the company will do much better in future and trying its level best to further improve its performance.

**RESERVES**

The Board of Directors of our company has decided not to transfer any amount to the Reserves for the year under review.

**DIVIDEND**

No dividend on equity shares has been recommended by the Board for the year ended 31<sup>st</sup> March, 2020 considering the future plans of the Company.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the year under review, there was no change in the nature of the business of the Company.

**MATERIAL CHANGES AND COMMITMENT**

No material changes and commitments occurred, which may affect the financial position of the Company, between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**SHARE CAPITAL****(A) Authorised Share Capital**

The Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs) comprising 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

**(B) Issued, Subscribed and Paid –Up Share Capital**

The issued, subscribed and paid up equity share capital of the Company is Rs. 2,19,62,300/- (Rupees Two Crore Nineteen Lakhs Sixty Two Thousand Three Hundred) consisting of 21,96,230/- (Twenty One Lakhs Ninety Six Thousands Two Hundred Thirty) Equity Shares of Rs. 10 (Rupees Ten) each. During the year, there has been no change in the issued, subscribed and Paid-up Share Capital of the company.

**SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION**

The Company does not have any Subsidiaries, Joint Ventures and Associate Companies.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****(a) Board of Directors:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Gurucharan Lal Makkad (DIN:01689768) Whole time Director, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-



appointment. The Board recommends their re-appointment, for consideration of the Members of the Company at the ensuing Annual General Meeting.

As per the provisions of Section 196, 197, 198 and Section 203 of the Companies Act, 2013 with subject to the approval of Shareholders in the ensuing Annual General Meeting re-appointment of Mr. Sandeep Makkad (DIN: 01112423) as a Managing Director of the Company for a second term of five consecutive years with effect from April 1, 2020.

As per the provisions of Section 196, 197, 198 and Section 203 of the Companies Act, 2013 with subject to the approval of Shareholders in the ensuing Annual General Meeting re-appointment of Mrs. Meetu Makkad (DIN: 01689785) as a Whole Time Director of the Company for a second term of five consecutive years with effect from August 1, 2020.

### **(b) Key Managerial Personnel (KMP):**

During the period, there were no changes took place in the composition of the Key Managerial Personnel.

Mrs. Manisha Goswami has been appointed as Company Secretary and Compliance officer of the Company w.e.f. 1<sup>st</sup> November, 2020 pursuant to Section 203 of the Companies Act, 2013 and Regulation 6 under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018.

### **(c) Board Evaluation**

Pursuant to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors.

The evaluation process focused on various aspects of the board and its committees such as the size, structure, composition and expertise of the board, frequency of meetings, effective discharge of functions and duties by Board and Committee prescribed under the law and as per terms of reference, in case of the committees, ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management systems (for Board and Audit Committee), working in the interests of all the stakeholders of the company and such other factors.

The performance of the board and committees was evaluated by the board after seeking inputs from all the directors.

### **(d) Independent Directors' Declaration**

As required under Section 149(7) of the Companies Act, 2013 read with Schedule IV of Companies Act 2013, the Company has received a confirmation/declaration from each of the Independent Directors stating that they meet the criteria of independence. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Companies Act, 2013, and the Listing Regulations:

1. Mr. Sunil Grover
2. Mrs. Rishita Sethi
3. Mrs. Sudesh Katyal

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the financial year 2019-20, Five (5) Board Meetings were convened and held as on 29.05.2019, 13.08.2019, 14.11.2019, 01.01.2020 and 28.01.2020. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

### **CONSTITUTION OF AUDIT COMMITTEE [Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]**

The primary objective of the Committee is to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee met four times during the year. As of the date of this report, the Committee is comprised of three directors namely Mr. Sunil Grover (Chairman), Mrs. Rishita Sethi and Mrs. Sudesh Katyal (Members) of the Company.

#### **Meetings**

During the financial year 2019-20, Four (4) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four /months.

The details of the meetings held and the attendance thereof of the Members of the Audit Committee are as detailed here in below:

Date of meeting	ATTENDANCE		
	Mr. Sunil Grover	Mrs. Rishita Sethi	Mrs. Sudesh Katyal
29.05.2019	✓	✓	✓
13.08.2019	✓	✓	✓
14.11.2019	✓	✓	✓
28.01.2020	✓	✓	✓

### **NOMINATION AND REMUNERATION COMMITTEE [Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]**

Nomination and Remuneration Committee of the Board has been constituted as per section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Nomination and Remuneration Committee shall determine qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, Key Managerial Personnel and other employees.

As of the date of this report, the Committee is comprised of three directors namely Mr. Sunil Grover (Chairman), Mrs. Rishita Sethi and Mrs. Sudesh Katyal (Members) of the Committee.



**Meetings**

During the financial year 2019-20, the Committee met twice. The details of the meetings held and the attendance there at of the Members of the Nomination and Remuneration Committee are as detailed herein below:

Date of meeting	ATTENDANCE		
	Mr. Sunil Grover	Mrs. RishitaSethi	Mrs. SudeshKatyal
13.08.2019	✓	✓	✓
14.11.2019	✓	✓	✓

**STAKEHOLDER RELATIONSHIP COMMITTEE [Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]**

The composition of the Stakeholders Relationship Committee (SRC) is in line with the Section 178 of the Act read with Regulation 20 of LODR.

As of the date of this report, the Committee is comprised of three directors namely Mrs. Sudesh Katyal (Chairman), Mrs. Rishita Sethi and Mr. Sunil Grover (Members) of the Committee.

It looks after the stakeholders grievances and redressal of investors’ complaints related to transfer of shares, non receipt of balance sheet, non receipt of dividend etc.

**Meetings**

During the financial year 2019-20, the Committee has met once in the year. The details of the meeting held and attendance there at of the Members of the Stakeholders’ Relationship Committee are as detailed herein below:

Date of meeting	ATTENDANCE		
	Mrs. Sudesh Katyal	Mrs. Rishita Sethi	Mr. Sunil Grover
28.01.2020	✓	✓	✓

**MEETING OF INDEPENDENT DIRECTORS**

As required under Clause VII of Schedule IV of Companies Act, 2013 read with Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent directors of the Company shall hold at least one meeting in a year without the attendance of non-Independent Directors and members of management. Accordingly a separate meeting of Independent directors was held on Tuesday, January 28, 2020 inter alia to discuss and review the performance of Non-Independent Directors and the board as a whole: review the performance and to assess the quality, quantity and timeliness of flow of information. The Independent Directors have handed over the proceedings of the meeting to the Managing Director of the Company.

**PARTICULARS OF EMPLOYEES**

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in “Annexure-1”.



**DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2020 that:

- i. In the preparation of the accounts, the applicable accounting standards have been followed with proper explanation relating to material departures,
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March, 2020, and of the profit of the Company for that year;
- iii. the Directors had taken proper and sufficient care was taken 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, being a Listed Company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.; and
- vi. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has put in place necessary internal financial controls which are adequate and are operating effectively. The controls are adequate for ensuring the orderly and efficient conduct of the business, completeness of accounting records and timely preparation of reliable financial information, besides adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy, etc.

**DETAILS OF FRAUD REPORTED BY AUDITORS**

No fraud has been noticed or reported by the Auditors including cost auditor and secretarial auditor of the Company as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review the Company has not given loan, Guarantees or invested under Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.



## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Related party transactions entered during the period under review are disclosed in the Financial Statements of the company for the financial year ended March 31, 2020. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

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

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

In pursuance to section 134 of the Companies Act, 2013, comments are required in relation to Conservation of Energy, Technology Absorption as the company is engaged in manufacturing activities.

The details forming part of the extract of Conservation of Energy, Technology Absorption is annexed herewith as "Annexure 2".

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

Your directors confirm that no significant and/or material order(s) had been passed against the Company during the financial year 2019-20 which may adversely impact the status of ongoing concern and operations in future of the Company.

## **POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website [www.newlightapparels.com](http://www.newlightapparels.com)

The policies are reviewed periodically by the Board and updated based on need and new compliance requirement. In addition to its Code of Conduct and Ethics, key policies that have been adopted by the company are as follows:

<b>S. No.</b>	<b>Name of the Policy</b>	<b>Brief Description</b>
1.	<b><u>Whistle blower Policy (Policy on Vigil Mechanism)</u></b>  <i>[Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</i>	Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behaviour,

		actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.
2.	<p><b><u>Nomination Remuneration &amp; Evaluation policy</u></b></p> <p><i>[Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i></p>	The Board has on the recommendation of the Nomination & Remuneration Committee framed a Nomination Remuneration & Evaluation Policy, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of qualifications, positive attributes, independence of a director and remuneration of Directors, KMPs and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The same is attached in the report as “Annexure 3”.
3.	<p><b><u>Prevention, Prohibition &amp; Redressal of Sexual Harassment of Women At Workplace</u></b></p>	The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. During the year, the Company has not received any complaint of sexual harassment.
4.	<p><b><u>Risk Management Policy</u></b></p>	Your Company has formulated and adopted a Risk Management Policy. The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Risk Management Policy approved by the Board acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organisation.
5.	<p><b><u>Related Party Transaction Policy</u></b></p> <p><i>[Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i></p>	Related Party Transaction Policy, as formulated by the Company, defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions.
6.	<p><b><u>Insider Trading Policy</u></b></p>	The Policy provides the framework in dealing with securities of the company.
7.	<p><b><u>Document Retention and Archival Policy</u></b></p>	Pursuant to SEBI (LODR) Regulations, 2015 it mandates that every listing entity shall formulate a policy for preservation of documents and Regulation 30(8) of the

	<i>[Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Regulations is also required to have an archival policy on archiving all information disclosed to stock exchange(s) and the same being hosted on the Company's website.
8.	<b><u>Materiality Disclosure Policy</u></b>  <i>[Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Pursuant to SEBI (LODR) Regulations, 2015 it mandates that every listed entity shall make disclosure of any events or information which, in the opinion of the Board of Directors of the listed company, is material and the same being hosted on the Company's website.

## **AUDITORS**

### **Statutory Auditor and their report**

The auditor, M/s Rajan Malik & Co., Chartered Accountants, Statutory Auditors was appointed in the 24<sup>th</sup> AGM to hold office for a period of five years from the conclusion of 24<sup>th</sup> AGM till the conclusion of the 29<sup>th</sup> AGM.

There are no qualifications or adverse remarks in the Auditor's Report which require any clarification/explanation. The notes on financial statements are statements are self-explanatory, and needs no further explanation.

### **Secretarial Auditor and report**

As required under section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

Accordingly, M/s Parveen Rastogi & Co., Practicing Company Secretaries, was appointed as Secretarial Auditor for carrying out the secretarial audit of the Company for the Financial Year 2019-20. The secretarial audit report for the financial year ended 31<sup>st</sup> March, 2020 is annexed with the Board's report as "**Annexure 4**".

### **Internal Auditor**

M/s **Amit Rustogi & Co.**, Cost Accountant, having its office at IB/ Delhi was appointed as Internal Auditor of the Company for the F.Y. 2020-21 according to Section 138 of the Companies Act, read with Companies (Accounts) Rules, 2014 to carry out the roles and responsibilities during the current financial year which are as follows:

- Evaluated and provided reasonable assurance that risk management, control, and governance systems are functioning as intended and will enable the organization's objectives and goals to be met.
- Reported risk management issues and internal controls deficiencies identified directly to the audit committee and provided recommendations for improving the organization's operations, in terms of both efficient and effective performance.
- Evaluated information security and associated risk exposures.



- Evaluated regulatory compliance program with consultation from legal counsel.

### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The notes on account referred to in Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

The secretarial Audit Report does not contain/ contains any qualification, reservations or other remarks.

### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has comply with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

### **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return i.e. Form MGT – 9, as prescribed under sub-section (3) of section 92 of the Companies Act, 2013 read with Rule No 12 of Companies (Management and Administration) Rules, 2014, shall form part of the Board's report and are attached herewith as “Annexure-5” to this report.

### **CORPORATE SOCIAL RESPONSIBILITY**

Your Company does not fall under the criteria as laid down under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, there was no requirement to constitute and formulate a committee under Corporate Social Responsibility.

### **LISTING REQUIREMENTS**

The equity shares of your Company are listed with the BSE Limited.  
(Annual Listing Fee for the Financial Year 2020-21 has not been paid yet by the company to the above Stock Exchange)

### **DEMATERIALIZATION OF SHARES**

The shares of your company are being traded in electronic form and the Company has established connectivity with Central Depository Services (India) Limited (CDSL), and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility to dematerialization of shares either of the Depositories as aforesaid.

### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

As per Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis report is appended herein. The said report is part of the annual report as “Annexure-6”.



### **CORPORATE GOVERNANCE**

The Company is not required to mandatorily comply with the provision of Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) as its equity share capital is less than Rs.10 Crore and Net Worth is not exceeding Rs. 25 crores, as on the last day of the previous financial year.

### **MANAGING DIRECTOR/ CHIEF FINANCIAL OFFICER CERTIFICATE**

In terms of the requirement of the Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the certificate from Managing Director and Chief Financial Officer had been obtained and is attached in the said annual report as “Annexure-7”

### **SHARE TRANSFER SYSTEM**

The Stakeholders Relationship Committee has authorized the Company Secretary of the company to approve the transfer of shares within a period of 15 days from the date of receipt in case the documents are completed in all respects. Shares under objection are returned within two weeks. All request for dematerialization of shares are processed, if found in order and confirmation is given to the respective depositories, that is National Securities Depositories Ltd (NSDL) and Central Depositories Services Ltd (CDSL) within 15 days.

### **CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES**

In compliance of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders”. “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” prescribes the framework for fair disclosure of events and occurrences that could impact price discovery in the market for securities of the Company and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” has been formulated to regulate, monitor and report trading by employees and other connected persons of the Company.

### **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

The Board of Directors has approved a Code of Conduct, which is applicable to the members of the Board and all employees in the course of day to day business operations of the Company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management personnel are being provided appropriate training in this regard.

### **GREEN INITIATIVES**

Electronic copies of the Annual Report 2019-20 and the Notice of the 25th Annual General Meeting are sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies are sent in the permitted mode.

**ACKNOWLEDGEMENT**

The Company would like to thank all of its Stakeholders, including, inter alia, Suppliers, vendors, Investors and Bankers and appreciation to all its customers for their consistent, abiding support throughout the year. Your Company also records its appreciation of the contributions made by employees at all levels. Their commitment, cooperation and support are indeed the backbone of all endeavours of the Company,

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR NEW LIGHT APPARELS LIMITED**

**PLACE: NEW DELHI**

**DATE: 03.12.2020**

**Sd/-**

**SANDEEP MAKKAD  
MANAGING DIRECTOR  
DIN 01112423  
GC-25, SHIVAJI ENCLAVE,  
TAGORE GARDEN,  
WEST DELHI-110027**

**Sd/-**

**GURUCHARALAL MAKKAD  
WHOLE-TIME DIRECTOR  
DIN: 01689768  
GC-25, SHIVAJI ENCLAVE,  
TAGORE GARDEN,  
WEST DELHI-110027**

Annexure 1

PARTICULARS OF EMPLOYEES

Details of remuneration as required under Section 197(12) of the Companies Act 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

S. NO.	Requirements	Disclosure
I	The number of permanent employees on the rolls of the Company.	20
II	The ratio of the remuneration of each director to the median remuneration of the employees of the financial year 2019-20.	<p><b>Executive Director</b></p> <p>Shri Gurucharan Lal Makkad (Whole time Director)- Rs. 4,80,000/-                      Mr. Sandeep Makkad (Managing Director)- Rs. 4,80,000/-                      Mrs. Meetu Makkad (Whole time Director)- Rs. 4,80,000/-</p> <p><b>Non-Executive Independent Directors</b></p> <p>Mr. Sunil Grover – NIL                      Mrs. Rishita Sethi- NIL                      Mrs. Sudesh Katyal- NIL</p> <p><b>Chief Financial Officer</b></p> <p>Mr. Rajesh Kumar Sharma- Rs. 2,40,000/-</p> <p><b>Company Secretary</b></p> <p>Shilpa Bansal- Rs. 1,25,000/-</p>
III	The percentage increase in remuneration of each Director in the financial year	Mr. Sandeep Makkad- Managing Director-(2.1%) Mr. Gurucharan Lal Makkad-WTD-(2.1%) Mrs. Meetu Makkad-WTD(2.1%) Mr. Sunil Grover – NIL Mrs. Rishita Sethi- NIL Mrs. Sudesh Katyal- NIL
	The percentage increase in the median remuneration of employees in the financial year.	NA
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the	Not Applicable to the Company, as all the employees are under Managerial cadre.





	managerial remuneration.	
VI	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

**ANNEXURE -2**

**Particulars of Conversation of energy, Technology absorption and Foreign exchange earning and outgo in terms of Section 134(3) (m) of the Act read with Rule, 8 of The Companies (Accounts) Rules,2014, forming part of the Director’s Report for the year ended March 31, 2020**

**(A) CONSERVATION OF ENERGY:**

Energy conversation measures have been implemented at the office of the Company and special efforts are being put on undertaking specific conversation projects like:

**(i) The steps taken or impact on conversation of energy:** The Company has taken effective steps for conservation of energy as the power is only used whenever its required and even in lunch time all the electrical apparatus are switched off to conserve the energy.

**(B) TECHNOLOGY ABSORBTION, ADAPTATION AND INNOVATION**

**(i) Efforts made towards technology absorption:** Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organisation.

**(ii)Benefits derived as a result of the above efforts:** The efforts taken by your Company towards technology development and absorption helps deliver competitive advantage to your company through the introduction of new features and improvement of product performance.

**(iii)Major technology imports includes: (imported during the last three years reckoned from beginning of financial year) N.A.**

**(iv)Research and Development:**

<b>Expenditure Incurred on research and development</b>	<b>2019-20</b>	<b>2018-19</b>
NA		

**C. FOREIGN EXCHANGE EARNING & OUTGO**

<b>PARTICULARS</b>	<b>(In thousands)</b>	
	<b>2020</b>	<b>2019</b>
<b>Earning in Foreign Exchange</b>	178.20	219
<b>Expenditure in Foreign Exchange</b>	-	100.08

### Annexure 3

#### NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### **Definitions:**

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed. “Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### **Objective:**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and
- motivate Directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **Role of the Committee:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.



- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

#### **TERM / TENURE**

- a) **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**  
An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

- 1) Remuneration to Managing Director / Whole-time Directors:
- 2) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

- 3) Remuneration to Non- Executive / Independent Directors:
  - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
  - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
  - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - e) The Services are rendered by such Director in his capacity as the professional; and
  - f) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.



- g) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 4) Remuneration to Key Managerial Personnel and Senior Management:
- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
  - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
  - d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.



**ANNEXURE-4**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 2019-20**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**TO,  
THE MEMBERS,  
NEW LIGHT APPARELS LIMITED  
GC-29, BASEMENT, SHIVAJI ENCLAVE,  
RAJA GARDEN, NEW DELHI-110027**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NEW LIGHT APPARELS LIMITED** (hereinafter called the "Company") having **CIN L74899DL1995PLC064005**, Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit.

I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, returns filed and other records maintained by **NEW LIGHT APPARELS LIMITED** (the "Company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The SEBI (Depositories and Participants) Regulations, 2018 and Bye-Laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit period)**
  - d) The Securities and Exchange Board of India (Share Based Benefits) Regulation, 2014; **(Not Applicable to the Company during the Audit period.)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period as the Company has not issued any Debt Instruments/securities);**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit period);**and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit period);**
  - i) The Securities and Exchange Board of India (LODR) Regulations, 2015.
- (vi) As informed to us, the following other Acts/laws specifically applicable to the Company are as under:
1. Provident Fund Act, 1952
  2. The Employees State Insurance Act, 1948
  3. Labour Welfare Fund Act
  4. Contract Labour (Regulation and Abolition) Act, 1970
  5. Professional Tax Act
  6. Payment of Gratuity Act, 1972
  7. Payment of Bonus Act, 1965
  8. Minimum Wages Act, 1948
  9. Payment of Wages Act, 1936
  10. Maternity Benefit Act, 1961
  11. Equal Remuneration Act, 1976
  12. Employee Compensation Act, 1923
  13. Employee Exchange Act, 1959
  14. LBT/OCTROI
  15. Shops Establishment Act
  16. Trade License Act
  17. Acts as prescribed under Direct and Indirect Tax;
  18. Legal Metrology Act, 2009
  19. The Sexual harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
  20. GST

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





- Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

However, there was change in KMP i.e. Ms. Shipla Bansal resigned from the post of Company Secretary and Compliance Officer w.e.f. 11.12.2019.

During the year under review, Company has received notice from SEBI regarding non- submission of the financial results within the period prescribed under Regulation 33of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. SEBI had levied fine of Rs.106200/- for non-submission of financial results for the Quarter ended March 2019.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

Majority decision is carried through while the dissenting members' views captured and recorded as part of the minutes.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

### **I further report that:**

- There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- During the audit period, following events / actions occurred that had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.
  - Approval for revision in remuneration of Mr. Gurucharan Lal Makkad, Whole time Director of the Company.



- Approval for revision in remuneration of Mr. Sandeep Makkad, Whole time Director of the Company.
- Approval for revision in remuneration of Mrs. Meetu Makkad, Whole time Director of the Company.

**I further report that:**

That the company has complied with a abovesaid provisions of the Act/rules/regulations except the following:

*During the year under review, it is observed that Company has not complied the provisions of Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 203 of the Companies Act, 2013 for appointment of Company Secretary and Compliance Officer.*

**FOR PARVEEN RASTOGI & CO.  
COMPANY SECRETARIES**

**PLACE: NEW DELHI**

**DATE: 20/10/2020**

**UDIN: F004764B001012232**

**Sd/-  
PARVEEN RASTOGI  
C.P. NO. 2883  
M. NO. 4764**



**Annexure-5**

**Form MGT-9**

**Extract of Annual Return as on The Financial Year Ended on 31<sup>st</sup> March, 2020 [Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	<b>L74899DL1995PLC064005</b>
ii.	Registration Date	<b>03/01/1995</b>
iii.	Name of the Company	<b>NEW LIGHT APPARELS LIMITED</b>
iv.	Category/Sub-Category of the Company	<b>COMPANY LIMITED BY SHARE / INDIAN NON GOVERNMENT COMPANY</b>
v.	Address of the Registered office and contact details	<b>GC-29, BASEMENT, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027</b>  <b>CONTACT: 011-45613885</b>
vi.	Whether listed company	<b>YES</b>
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>BEETAL FINANCIAL &amp; COMPUTER SERVICES (P) LIMITED</b> <b>99, MADANGIR, B/4, LOCAL SHOPPING CENTRE, NEAR DADA HARSUKH DAS MANDIR NEW DELHI-110062.</b>

**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:-

Sr. No.	Name and Description of main products/Services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacture and Wholesaler of Apparels	-	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NA	NA	NA	NA	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				No. of Shares held at the end of the Year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<i>1) Indian</i>									
a) Individual/HUF	<b>1392681</b>	<b>500</b>	<b>1393181</b>	<b>63.43%</b>	<b>1365535</b>		<b>1365535</b>	<b>62.17</b>	<b>1.26%</b>
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp		0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	<b>1392681</b>	<b>500</b>	<b>1393181</b>	<b>63.43%</b>	<b>1365535</b>	<b>0</b>	<b>1365535</b>	<b>62.17</b>	<b>1.26%</b>
<i>2) Foreign</i>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
<i>1. Institutions</i>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
<i>2. Non Institutions</i>									

a)Bodies Corp. (i) Indian (ii) Overseas									
b)Individuals (i) Individual Share holders holding nominal share capital up to Rs. 1 lakh	<b>218945</b>	<b>245100</b>	<b>464045</b>	<b>21.13%</b>	<b>200826</b>	<b>42450</b>	243276	11.07 %	<b>10.06%</b>
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	<b>154527</b>	<b>30500</b>	<b>185027</b>	<b>8.42%</b>	553942	0	553942	25.22	<b>(16.8%)</b>
c) Others									
1. Body Corporate	<b>110526</b>	<b>1000</b>	<b>111526</b>	<b>5.08%</b>	<b>11013</b>	<b>0</b>	<b>11013</b>	<b>0.50</b>	<b>(4.58)</b>
2. Clearing Member	<b>19660</b>	-	<b>19660</b>	<b>0.90%</b>	<b>25</b>	<b>0</b>	<b>25</b>	<b>0.001</b>	<b>(0.9)</b>
3.Individual/HUF	<b>1285</b>	-	<b>1285</b>	<b>0.06%</b>	<b>6411</b>	<b>0</b>	<b>6411</b>	<b>0.29</b>	<b>(0.23)</b>
4. NRI	<b>21506</b>	-	<b>21506</b>	<b>0.98%</b>	<b>16028</b>	-	<b>16028</b>	<b>1%</b>	<b>0.02</b>
Sub-total(B)(2)	<b>526449</b>	<b>276600</b>	<b>803049</b>	<b>36.57%</b>	<b>788245</b>	<b>42450</b>	<b>830695</b>	<b>38.08</b>	<b>1.51</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>526449</b>	<b>276600</b>	<b>803049</b>	<b>36.57%</b>	<b>788245</b>	<b>42450</b>	<b>830695</b>	<b>38.08</b>	<b>1.51</b>
C. Shares held byCustodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	<b>1919130</b>	<b>277100</b>	<b>2196230</b>	<b>100%</b>	<b>2153780</b>	<b>42450</b>	<b>2196230</b>	<b>100%</b>	-

### ii. Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of 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	% change in share holding during the year
1.	Gurcharan Lal Makkad	847281	38.57	-	847300	38.57	-	-
2.	MeetuMakkad	29600	1.35	-	13300	0.60	-	0.75
3.	Sandeep Makkad	189800	8.64	-	197110	8.97	-	(0.33)
4.	Shashi Makkad	326500	14.87	-	307825	14.01	-	0.86
	<b>Total</b>	<b>1393181</b>	<b>63.43</b>	-	<b>1365535</b>	<b>62.15</b>	-	<b>1.28</b>

### iii. Change in Promoters 'Shareholding

Sr. No.		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
	At the beginning of the year	847300	38.58%	-	-
1.	<b>Gurcharan Lal Makkad</b> 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):	-	-	-	-
	At the End of the year	847300	38.58	-	-
2.	At the beginning of the year	29600	1.34		
	<b>MeetuMakkad</b> 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):	-	-	(16300)	(0.74)
	At the End of the year	13300	0.60	(16300)	(0.74)
3.	At the beginning of the year	189800	8.64%		
	<b>Sandeep Makkad</b> Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / Decrease (e.g.)	-	-	7310	0.33

	allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	197110	8.97	7310	0.33
4.	At the beginning of the year	326500	14.87%		
	<b>Shashi Makkad</b> 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):	-	-	18675	0.86
	At the End of the year	307825	14.01	18675	0.86

*iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sr. No.		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
	At the beginning of the year	200030	9.11%		
1.	Tanay Kamal Seetha	-	-	96000	0.26
	At the End of the year	205999	9.37	96000	0.26
2.	At the beginning of the year	79518	3.62		
	Nidhi Darshan Shah	-	-	997	0.04
	At the End of the year	80515	3.66	997	0.04
3.	At the beginning of the year	45365	2.06	-	-
	Anub Mannaan	-	-	(1709)	(0.08)
	At the End of the year	43656	1.98	(1709)	(0.08)
4.	At the beginning of the year	141	0.0064	-	-
	Manish Nitin Thakur	-	-	37309	1.69
	At the End of the year	37450	1.70	37309	1.69
5.	At the beginning of the year	27159	1.23	-	-
	Suresh Raja	-	-	2351	0.11
	At the End of the year	29510	1.34	2351	0.11
6.	At the beginning of the year	-	-	-	-
	Anil Bhajanlal Parvani	-	-	23750	1.08
	At the End of the year	23750	1.08	23750	1.08



7.	At the beginning of the year	-	-	-	-
	Binoy Bhaskar Das Kalyani	-	-	17342	0.78
	At the End of the year	17342	0.78	17342	0.78
8.	At the beginning of the year	-	-	-	-
	Nilesh Vinodchandra Parikh	-	-	2965	0.13
	At the End of the year	2965	0.13	2965	0.13
9.	At the beginning of the year	-	-	-	-
	Mridula Vijaykumar Rathi	-	-	16870	0.76
	At the End of the year	16870	0.76	16870	0.76
10.	At the beginning of the year	14987	0.68	-	-
	Darshan Vijaykumar Shah	-	-	14987	0.68
	At the End of the year	14987	0.68	-	-

### (v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Director and Key Managerial Personnel	No. of shares held at the beginning of the year	% of total shares	No. of shares held at the end of the year	% of total shares	% Changes during the year
1.	Sandeep Makkad	189800	8.64%	197110	8.97%	0.33%
2.	Gurcharan Lal Makkad	847281	38.57	847300	38.57%	-
3.	MeetuMakkad	29600	1.35%	197110	8.97%	7.62%

## II. 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	<b>21739.85</b>	<b>7036.39</b>	NA	<b>28776.24</b>
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)	<b>21739.85</b>	<b>7036.39</b>	NA	<b>28776.24</b>
Change in Indebtedness during the financial year				
- Addition				(629.98)
- Reduction	(283.02)	(346.96)		
Net Change	(283.02)	(346.96)		(629.98)



## 25<sup>TH</sup> ANNUAL REPORT

Indebtedness at the end of the financial year	<b>21456.83</b>	<b>6689.43</b>	NA	<b>28146.26</b>
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (I + ii + iii)	<b>21456.83</b>	<b>6689.43</b>	NA	<b>28146.26</b>

**III. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Remuneration to KEY MANAGERIAL PERSONNEL**

Sl. No.	Particulars of Remuneration	Gurucharan Lal Makkad (Whole time Director)	Sandeep Makkad (Managing Director)	MeetuMakkad (Whole time Director)	Total Amount
1.	Gross salary (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	4,80,000/-	4,80,000/-	4,80,000/-	14,40,000/-
2.	Stock Option	NA	NA	NA	NA
3.	Sweat Equity	NA	NA	NA	NA
4.	Commission - as % of profit - Others, specify...	NA	NA	NA	NA
5.	Others, please specify	NA	NA	NA	NA
6.	Total(A)	4,80,000/-	4,80,000/-	4,80,000/-	14,40,000/-
	Ceiling as per the Act				

**A. Remuneration to Directors:**

Sl. No.	Particulars of Remuneration	Fee for attending board committee meetings	Commission	Others, please specify (Salary)	Total Amount
	Independent Directors <b>Sunil Grover</b> <b>RishitaSethi</b> <b>SudeshKatyal</b>	-	-	-	-
	Total(1)	-	-	-	-
	Other Executive Directors	-	-	-	-
	Total(2)	-	-	-	-
	Total(B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

**B. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel
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		CEO	Company Secretary (Shilpa Bansal)	CFO (Rajesh Kumar Sharma)	Total
1.	Gross salary (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 section17(3) Income-tax Act, 1961	-	1,25,000/-	2,40,000/-	2,40,000/-
2.	Stock Option		NA	NA	NA
3.	Sweat Equity		NA	NA	NA
4.	Commission - as % of profit -others, specify...		NA	NA	NA
5.	Others, please specify		NA	NA	NA
6.	Total		125000/-	2,40,000/-	2,40,000/-

**IV. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If Any(give details)
<b>A. Company</b>					
Penalty	Regulation 33 of SEBI (LODR) Regulation, 2015	Non-Submission of Financial Results for the Quarter ended March 2019	Rs. 5,000/- per day till the date of Compliance. Total Fine Payable Rs. 1,06,200/-	Securities and Exchange Board of India	NA
Punishment					
Compounding					
<b>B. Directors</b>					
NIL					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
NIL					
Penalty					
Punishment					
Compounding					

**Annexure 6****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. OVERVIEW OF THE ECONOMY****Global Economy**

Although slowdown in the manufacturing sector and trade tensions between the US and China were among the many factors that softened the economic outlook for 2019, the year did begin on a firm footing. The projected global economic growth, albeit downgraded, was 2.9%. Despite the economic and financial headwinds, growth in developing Asia was projected to remain a robust 5.5% during 2019 (Asian Development Outlook, Update, September 2019). However, in 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19 whereas China's growth was 6.1% in 2019 vs. 6.7% in 2018. Growth among advanced economies was forecast to drop to 2% during the year although growth in Sub-Saharan Africa was projected to accelerate to 3.1% (Source: World Economic Outlook, International Monetary Fund). However, due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 financial crisis.

**Indian Economy**

India continues to be one of the fastest growing emerging economies in the world. A slowdown in the manufacturing and construction sector has lately affected GDP growth – slightly below 5% in the current fiscal. An impending revival in demand, positive consumption pattern and rising disposable income, makes India the most sought after investment destinations. Already the fifth largest economy in the world, India is supposed to take its place among the world's top three economic powers in the next 10-15 years. The pandemic has undoubtedly affected India, but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve. Interstate movement of goods is gradually picking up and retail financial transactions are showing a healthy trend

**2. ANALYSIS AND REVIEW****Global Textile and Apparel Industry**

One of the largest providers of employment after agriculture, the global textile and apparel industry is dynamic and ever evolving. It has undergone enormous changes over the years, witnessing multiple shifts in consumption and production patterns, as also significant changes in geographies and manufacturing, given its dependence on the availability of cheap labour. Textile and apparel trade is predicted to grow at a CAGR of 6.4% during the period 2020-29. Apparel trade is likely to grow at a CAGR of 5.5% and textiles at a CAGR of 7% during the period. Rising disposable income, population, and rapid urbanisation in the emerging economies such as India, China, and Mexico are believed to be the key drivers of this market growth.

## **Indian Textile & Apparel Industry**

### **Textile Industry:**

India's textiles industry goes back several centuries and is among the oldest industries in the country. It accounts for 14% of the industry output and is one of the largest contributors to the economy, accounting for ~2% of the GDP. After agriculture, it is the second largest generator of income, employing close to 40 million people, and contributing 10% to the country's manufacturing, owing to its labour intensive nature.

The industry is vertically integrated with almost all sub-sectors and is thus integral to the economy. India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam. The textiles and apparel industry constitutes ~11% of the total exports of the country.

### **Indian Apparel Industry:**

The Indian apparel industry was estimated to be worth \$62 Billion in 2019 and is projected to reach ~\$129 Billion in 2029 growing at CAGR of ~7.6% over 2019-29 period.

The Indian apparel sector is one of the fastest growing in the world, backed as it is by a robust demand growth. The country's apparel market is driven mainly by menswear, which commands a 42% share of the total market. Women's wear holds a 37% share while kids' wear account for 21% of the apparel market.

The major challenges in the Indian apparel industry are increasing competition, sustained discounting that is expected to moderate margins and product obsolescence due to ever- evolving fashion trends.

### **OPPORTUNITIES & THREATS:**

Positive steps taken by the Central Government for the textile industry, from allocation offunds to giving extra rebate to exporters (mainly on made-ups) and various other benefits, are expected to improve investment in this sector and provide more business opportunities in the near future.

With increasing capacities of man-made fibres as compared to cotton, the preferred shift of the consumer to use products of man-made fibres i.e. viscose, polyester, polyamide, acrylic etc and its blends, is expected. Presently in India, the consumption of textile products is approx 65% made of cotton and 35% made of man-made fibres as against the reverse trend overseas.

### **3. OUTLOOK:**

The trend in India is also shifting towards use of man-made fibre products. In order to satisfy the taste of customers in future, we have developed innovative products with man-made fibre and its blends which have been appreciated and approved by the customers.



[Annexure 7](#)

**Certificate under Regulation 17(8) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To,  
The Board of Directors  
New light Apparels Limited**

**Sub: Chief Financial Officer & Managing Director certification under Regulation 17 (8) of Listing Regulations**

I, Sandeep Makkad, Managing Director and Chief Financial Officer of New Light Apparels Limited, certify that:

- (A) I have reviewed financial statements and all the notes on accounts and the Board's report for the year ended 31<sup>st</sup> March, 2020 and to the best of my knowledge and belief that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (B) No transactions entered into by the Company during the above said period which are fraudulent, illegal or violation of the company's code of conduct;
- (C) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies; and
- (D) I have indicated to the auditors and the Audit committee
- I. Significant changes in internal control over financial reporting during the year;
  - II. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - III. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.





**By Order of the Board of Directors  
For New Light Apparels Limited**

**Sd/-  
Sandeep Makkad  
Managing Director and Chief Financial Officer**

**Place: New Delhi  
Date: 03.12.2020**

NEW LIGHT APPARELS LIMITED  
CIN:-L74899DL1995PLC064005  
BALANCE SHEET AS ON 31 MARCH 2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

PARTICULARS	Notes	As on 31 March 2020	As on 31 March 2019
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	2,321.78	2,977.46
Deferred tax assets (net)	20	419.54	335.51
		<b>2,741.32</b>	<b>3,312.97</b>
<b>Current assets</b>			
Inventories	5	41,846.41	41,856.93
Financial assets			
Trade receivables	4 (a)	70,873.31	112,505.15
Cash and cash equivalents	4 (b)	112.49	1,538.14
Other current assets	6	5,398.59	4,842.20
		<b>118,230.80</b>	<b>160,742.43</b>
<b>TOTAL ASSETS</b>		<b>120,972.12</b>	<b>164,055.40</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	7	21,962.30	21,962.30
Other equity			
Retained earnings		16,648.48	16,465.97
<b>Total Equity</b>		<b>38,610.78</b>	<b>38,428.27</b>
<b>Non-Current liabilities</b>			
Financial liabilities			
Borrowings		2,618.73	1,263.97
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	8 (a)	25,527.53	27,512.27
Trade payables	8 (b)	43,211.12	84,256.04
Other financial liabilities	8 (c)	2,934.55	4,519.90
Provisions	9	216.19	425.08
Other current liabilities	10	7,853.23	7,649.86
<b>Total Liabilities</b>		<b>79,742.61</b>	<b>124,363.15</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>120,972.12</b>	<b>164,055.40</b>

Summary of significant accounting policies

2

The accompanying notes are an Integral part of the financial statements.

As per our report of even date  
For Rajan Malik & Co.  
ICAI Firm Registration No. :-019859N  
Chartered Accountants

For and on behalf of the Board of Directors of  
New Light Apparels Limited

*sd/-*  
Rajan Malik  
Partner  
Membership No.:-085801

*sd/-*  
Gurcharan Makkad  
DIN:-01689768  
(Director)

*sd/-*  
Sandeep Makkad  
DIN:-01112423  
(Director)

Place : NOIDA  
Date : 24/07/2020

*sd/-*  
Shilpa Bansal  
(Company Secretary)

**NEW LIGHT APPARELS LIMITED**

**CIN:-L74899DL1995PLC064005**

**Statement of profit and loss for the year ended For the year ended as on 31 march 2020**

*(All amounts in Indian Rupees Thousand unless otherwise stated)*

Particulars	Notes	For the year ended as on 31 march 2020	For the year ended as on 31 march 2019
<b>Income</b>			
Revenue from operations	11	121,692.23	225,503.87
Other income	12	0.00	74.96
<b>Total Income</b>		<b>121,692.23</b>	<b>225,578.82</b>
<b>Expenses</b>			
Cost of raw material and components consumed	13	0.00	673.78
Purchase of stock in trade		109,014.16	227,193.48
(Increase)/decrease in inventories of traded goods	14	10.52	-30,441.28
Employee benefit expenses	15	4,786.08	12,659.28
Finance costs	16	2,314.08	1,423.50
Depreciation and amortisation expense	3	731.79	492.54
Other expenses	18	4,586.09	9,670.96
<b>Total Expense</b>		<b>121,442.72</b>	<b>221,672.25</b>
<b>Profit before tax</b>		<b>249.51</b>	<b>3,906.57</b>
<b>Tax expenses</b>			
- Current tax		151.03	1,050.22
- Tax for earlier years		0.00	-4.51
- Deferred tax (income)/expense	20	-84.03	-46.99
		<b>67.00</b>	<b>998.72</b>
<b>Profit for the year</b>		<b>182.51</b>	<b>2,907.85</b>
<b>Other Comprehensive Income</b>			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods :			
- Income tax relating to these items		0.00	0.00
		0.00	0.00
<b>Other Comprehensive income for the year (net of tax)</b>		<b>0.00</b>	<b>0.00</b>
<b>Total Comprehensive income for the year (net of tax)</b>		<b>182.51</b>	<b>2,907.85</b>
<b>Earnings per equity share</b>	19		
Basic		<b>0.08</b>	<b>1.32</b>
Diluted		<b>0.08</b>	<b>1.32</b>

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Rajan Malik & Co.

ICAI Firm Registration No. :-019859N

Chartered Accountants

For and on behalf of the Board of Directors of  
New Light Apparels Limited

*sd/-*

Rajan Malik

Partner

Membership No.:-085801

*sd/-*  
Gurcharan Makkad  
DIN:-01689768  
(Director)

*sd/-*  
Sandeep Makkad  
DIN:-01112423  
(Director)

*sd/-*  
Shilpa Bansal  
(Company Secretary)

Place : NOIDA

Date : 24/07/2020

NEW LIGHT APPARELS LIMITED

CIN:-L74899DL1995PLC064005

Statement of profit and loss for the year ended For the year ended as on 31 march 2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

a. Equity Share Capital	As on 31st Mar'2020	As on 31st Mar'2019
Opening Balance	21,962.30	21,962.30
Add : Issue of equity share capital	0	0
Less: Forfeiture of shares	0	0
<b>Closing Balance</b>	<b>21,962.30</b>	<b>21,962.30</b>

b. Other Equity

Particulars	Retained earnings	FVTOCI	Share Forfeiture	Total
As at 1 April 2018	8,282.77	0.00	0.00	8,282.77
Total profit for the year	2,907.85	0.00	0.00	2,907.85
Other comprehensive income for the year	0.00	0.00	0.00	0.00
<b>Total comprehensive income for the year</b>	<b>2,907.85</b>	<b>0.00</b>	<b>0.00</b>	<b>2,907.85</b>
Share options forfeited	0.00	0.00	5,275.35	5,275.35
<b>As at 31 March 2019</b>	<b>11,190.62</b>	<b>0.00</b>	<b>5,275.35</b>	<b>16,465.97</b>
Total profit for the year	182.51	0.00	0.00	182.51
Other comprehensive income for the year	0.00	0.00	0.00	0.00
<b>Total comprehensive income for the year</b>	<b>182.51</b>	<b>0.00</b>	<b>0.00</b>	<b>182.51</b>
<b>As at 31 March 2020</b>	<b>11,373.13</b>	<b>0.00</b>	<b>5,275.35</b>	<b>16,648.48</b>

Summary of significant accounting policies (refer note 2)

The accompanying notes are an Integral part of the financial statements.

For Rajan Malik & Co.

ICAI Firm Registration No. :-019859N

Chartered Accountants

*sd/-*

Rajan Malik

Partner

Membership No.-085801

For and on behalf of the Board of Directors of  
New Light Apparels Limited

*sd/-*  
Gurcharan Makkad  
DIN:-01689768  
(Director)

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DIN:-01112423  
(Director)

*sd/-*  
Shilpa Bansal  
(Company Secretary)

Place : NOIDA

Date : 24/07/2020

NEW LIGHT APPARELS LIMITED  
CIN:-L74899DL1995PLC064005

Cash Flow Statement for the Year ended on 31st Mar, 2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

PARTICULARS	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
<b>Cash From Operating Activities</b>		
Net Income before tax	249.51	3,906.57
Add : Depreciation & Amortization	731.79	492.54
Add : Interest On Loan	2,314.08	821.70
Less : Profit on Sale of Fixed Assets	0.00	-74.96
<b>Operating Profit before Working Capital Changes</b>	<b>3,295.38</b>	<b>5,145.85</b>
<b>Change in Working Capital</b>		
(Increase)/Decrease in Inventory	10.52	-29,767.51
(Increase)/Decrease in Other Receivables	41,075.45	-41,283.65
Increase/(Decrease) in Trade & Other Payable	-43,701.23	69,648.38
<b>Cash Generated from Operations</b>	<b>-2,615.25</b>	<b>-1,402.77</b>
<b>Tax Expenses</b>		
Current Tax	-151.03	-1,050.22
Tax For earlier years	0.00	4.51
<b>Net Cash From Operating Activities (A)</b>	<b>529.09</b>	<b>2,697.37</b>
<b>Cash From Financing Activities</b>		
Interest Paid on loan	-2,314.08	-821.70
Loan taken/(Repaid)	435.44	1,263.97
<b>Net Cash From Financing Activities (B)</b>	<b>-1,878.64</b>	<b>442.27</b>
<b>Cash From Investing Activities</b>		
Sale/(Purchase) of Fixed Asset	-76.11	-1,680.36
Loan and Advances Received/(Given)	0.00	0.00
<b>Net Cash From Investing Activities (C)</b>	<b>-76.11</b>	<b>-1,680.36</b>
<b>Net Increase/( Decrease) in Cash or Cash Equivalents(A+B+C)</b>	<b>-1,425.66</b>	<b>1,459.29</b>
Cash and Cash Equivalents at the beginning of the year	1,538.14	78.86
Cash and Cash Equivalents at the end of the year	112.49	1,538.14
	<b>-1,425.66</b>	<b>1,459.29</b>

Notes to Accounts Attached herewith are integral part of financial statement  
Significant accounting policies

"As per our report of even date attached,"  
For Rajan Malik & Co  
Chartered Accountants

For and on behalf of the Board of Directors of  
New Light Apparels Limited

*sd/-*  
(Rajan Malik)  
Partner  
M. No.:-085801  
Firm Reg. No:-019859N

*sd/-*  
Gurcharan Makkad  
DIN:-01689768  
(Director)

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Sandeep Makkad  
DIN:-01112423  
(Director)

*sd/-*  
Shilpa Bansal  
(Company Secretary)

Place:-NOIDA  
Date:- 24/07/2020

## **1) CORPORATE INFORMATION**

New Light Apparels Private Limited (the 'Company') is engaged in trading of Apparels. The Company is a public limited company domiciled in India and is incorporated under the provisions of Companies Act applicable in India. The registered office and principle office of the Company is located in New Delhi. The company is listed in Bombay Stock exchange for its equity share.

### **Compliance with Ind AS**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

For all periods up to and including the year ended 31 March 2019, the Company has prepared its financial statements in accordance accounting standards notified under Companies (Accounting Standard) Rules, 2006 as amended, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP), These financial statements for the year ended 31 March 2019 are the first financial statements of the Company under Ind AS. Reconciliations and descriptions of the effect of the transition has been summarised in Note 34,

## **2.1) SIGNIFICANT ACCOUNTING POLICIES**

### **(a) Current Vs Non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **(b) Property, plant and equipment**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss on the date of disposal or retirement.

Depreciation on property, plant and equipment is provided on a written down value basis over the estimated useful lives of the assets as below:

<u>Assets</u>	<u>Useful Lives</u>
Office Equipment	5 Years
Furniture and fixtures	10 Years
Vehicles	8 Years
Computer and Components	3 Years
Plant and Machinery	15 Years

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

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

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet is classified as capital advances under the non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work in progress'.

#### **(c) Intangible assets**

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible asset recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible asset.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite as stated below and the assets are amortised over their useful lives and assessed for impairment whenever there is an indication that an intangible asset may be impaired.

<u>Assets</u>	<u>Useful Lives</u>
Computer software	over license period subject to maximum limit of 3 years

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### **(d) Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss.

#### **(e) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial assets**

##### **Initial recognition and measurement**

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

##### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### **Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding,

This category is most applicable to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

##### **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

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

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. This category is applicable to investments in mutual funds.

##### **Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the Elk method.

### **Equity Investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

### **De-recognition**

A financial asset is de-recognised only when

- The rights to receive cash flows from the asset have expired, or
- Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset 'or has entered into a pass-through arrangement it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

### **Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### **Subsequent measurement**

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

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative

financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

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

#### **Loans and Borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the ER. The EIR amortisation is included in finance costs in the statement of profit and loss.

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### **De-recognition**

A financial liability' is derecognised when the obligation under the liability is discharged or cancelled or expires when an existing financial liability is replaced by another from the same lender on substantially different terms, the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest

#### **Offsetting financial instruments**

Financial asset and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### **Derivative financial instrument**

The Company uses derivative financial instruments i.e., forward and futures currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss. The Company has not applied hedge accounting.

#### **Fair value Measurement**

The Company measures its financial instruments such as derivative at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (Unadjusted) marked prices in the active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re measured or reassessed as per the Company's accounting policies. For this analysis, the management or its expert verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents

#### **(f) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### **(g) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

#### **Sale of Goods**

Revenue from sale of goods is recognized when the significant risk and rewards of ownership of the goods have been passed to the buyer which generally coincides with delivery of goods, as per the contractual terms with customers. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and is inclusive of excise duty and not of returns and allowances, trade discount, volume rebates and value added taxes. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The Company accounts for volume discount for pricing incentives to customers as a reduction of revenue based on estimate of applicable discount/ incentives.

**(h) Foreign currencies**

- Functional and presentation currency :-items included in the financial statements of the Company are measured using the currency of the primary economic environment in which it operates is. the “functional currency”. These financial statements are presented in Indian rupees, which is also the functional currency of the Company.
- Transactions and balances :-Foreign currency transactions were recorded in functional currency at the exchange rates prevailing at the date of transaction. Exchange differences arising on settlement of transactions, are recognised as income or expense in the year in which they arise.

At the balance sheet date, all monetary items denominated in foreign currency, are reported at the exchange rates prevailing at the balance sheet date and the resultant gain or loss is recognised in the statement of profit and loss. Nonmonetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**(I) Income taxes**

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside statement of profit and loss is recognised either in other comprehensive income or in equity. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Payments of tax as per Minimum Alternative Tax (MAT) is included as part of current tax in statement of profit and loss.

**Deferred Income Tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements as at reporting date. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside statement of profit and loss is recognised either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**(j) Provisions and Contingent Liabilities**

**Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

#### **Contingencies**

A contingent liability is a possible obligation that arises from past events whose existence will be continued by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### **(k) Earnings per share**

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity holders of the Company (after adjusting the corresponding income/charge for dilutive potential equity shares) by the weighted average number of Equity shares outstanding during the year plus the Weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

#### **(l) Borrowing costs**

Borrowing costs to the extent directly attributable to the acquisition/construction of assets that necessarily take substantial period of time to get ready for their intended use are capitalised along with the respective property, plant and equipment up to the date such asset is ready for use. Other borrowing costs are charged to the statement of profit and loss.

#### **(m) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet and for the purpose of statement of cash flows comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. These do not include bank balances earmarked /restricted for specific purposes.

Bank borrowings in form of cash credits are considered to be component of cash and cash equivalents for the purpose of statement of cash flows since these are repayable on demand.

### **2.2 Significant accounting estimates, assumptions and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

Uncertainty about these estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that seem to have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **(i) Contingencies**

Management judgement of contingencies is based on the internal assessments and opinion from the consultants for the possible outflow of resources, if any.

**NEW LIGHT APPARELS LIMITED**

**CIN:-L74899DL1995PLC064005**

**Notes to financial statements for the year ended 31-03-2020**

*(All amounts in Indian Rupees Thousand unless otherwise stated)*

4

**4 (a) Trade receivables**

<b>PARTICULARS</b>	<b>As on 31 March 2020</b>	<b>As on 31 March 2019</b>
- Considered good	70,873.31	112,505.15
- Considered doubtful	0.00	-
	<b>70,873.31</b>	<b>112,505.15</b>
Less :Provision for trade receivables	-	-
- Considered doubtful	-	-
	<b>70,873.31</b>	<b>112,505.15</b>
	<b>70,873.31</b>	<b>112,505.15</b>

**4 (b) Cash and cash equivalents**

<b>PARTICULARS</b>	<b>As on 31 March 2020</b>	<b>As on 31 March 2019</b>
<b>Balances with banks:</b>		
On current accounts	25.33	1,361.89
Cash on hand	87.16	176.25
	<b>112.49</b>	<b>1,538.14</b>

**5 Inventories**

<b>PARTICULARS</b>	<b>As on 31 March 2020</b>	<b>As on 31 March 2019</b>
Finished Goods (Valued at lower of Cost or NRV) (As taken, valued & certified by the management)	41,846.41	41,856.93
	<b>41,846.41</b>	<b>41,856.93</b>

**6 Other Asset**

<b>PARTICULARS</b>	<b>As on 31 March 2020</b>	<b>As on 31 March 2019</b>
<b>Unsecured, considered good, unless otherwise stated</b>		
<b>To Other</b>		
Advances to Vendors	4,026.51	2,235.33
Balance with statutory/ government authorities		
-Income tax refunds	0.00	87.73
-Goods and Service Tax	1,110.67	2,428.45
Prepaid Expenses	261.41	90.70
<b>Total</b>	<b>5,398.59</b>	<b>4,842.20</b>



**NEW LIGHT APPARELS LIMITED**

CIN:-L74899DL1995PLC064005

Notes to financial statements for the year ended 31-03-2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

**20 Income Tax**

(a) The major components of income tax expense for the years ended 31 March 2020 and 31 March 2019 are:

<b>PARTICULARS</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>Tax Expenses</b>		
Current tax	151.03	1,050.22
Tax for earlier years	0.00	-4.51
Deferred tax	-84.03	-46.99
<b>Other comprehensive income</b>		
Deferred tax related to items recognised in other comprehensive income during in the year:	0.00	0.00
<b>Total tax on profit for the year</b>	<b>67.00</b>	<b>998.72</b>

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

<b>PARTICULARS</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
Accounting Profit for the year	249.51	3,906.57
Applicable tax rate	26%	26%
Tax	64.87	1,015.71
<b>Adjustment to compute tax expenses</b>		
Tax for Earlier years	0.00	-4.51
Tax impact on Profit on sale of fixed assets	0.00	-19.49
Tax impact on disallowances under income tax act	2.13	7.01
	<b>67.00</b>	<b>998.72</b>

**Income Tax Expenses**

The tax rate used for the current year reconciliation above is the corporate tax rate of 26% (previous year 28.84%) payable by corporate entities in India on taxable profits under the Indian tax law.

c) Deferred tax related to followings

<b>PARTICULARS</b>	<b>Balance Sheet</b>		<b>Profit and Loss Account</b>	
	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
Deferred tax relating to followings				
a) Depreciation	419.54	335.51	84.03	-46.99
	<b>419.54</b>	<b>335.51</b>	<b>84.03</b>	<b>-46.99</b>

## 7 Share capital

	As At 31 March 2020	As At 31 March 2019
<b>Authorised shares</b> 3500000 (31 March 2019:3500000,) equity shares of Rs 10/- each	35,000.00	35,000.00
<b>Issued, subscribed and fully paid-up shares</b> 2196230 (31 March 2019: 2196230) equity shares of Rs.10/- each	21,962.30	21,962.30
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>21,962.30</b>	<b>21,962.30</b>

Note:-Board has decided to forfeited 1055070 partly paidup Equity share having face value 10/- each, in his board meeting held on 13th November 2017.

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

## Equity shares

Particulars	No of Shares		Amount	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
At the beginning of the year	21,962.30	21,962.30	219,623.00	219,623.00
Issued during the year	-	-	-	-
Forfeiture of the shares	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>21,962.30</b>	<b>21,962.30</b>	<b>219,623.00</b>	<b>219,623.00</b>

## (b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders of the company.

## (d) Details of shareholders holding more than 5% shares in the Company:

Particulars	No. of Shares		% holding in the class	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>Equity Shares of Rs. 10 each fully paid</b>				
Gurcharan Lal Makkad	847281	39%	776513	39%
Shashi Makkad	326500	15%	245995	15%
Sandeep Makkad	189800	9%	230906	9%
Darshan Vijaykumar Shah	14987	1%	711500	6%

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

**8 Financial Liabilities****8 (a) Borrowings**

PARTICULARS	Long Term		Short Term	
	As At 31 March 2020	As At 31 March 2019	As At 31 March 2020	As At 31 March 2019
<b>Secured Loan</b>				
i) <b>Short Term Borrowings from Deutsche Bank</b> (Secured by Debtor and Stock Repayable on Demand, taken for Working Capital, Int rate)	-	-	20,152.63	20,168.99
ii) <b>Term Loan from HDFC Bank</b> (Secured by Vehicle purchases against loan, Repayable in 60 monthly installment of Rs 0.18 Lakh. Int. rate is 9.62%)	685.19	808.69	-	-
iii) <b>Term Loan from HDFC Bank</b> (Secured by Vehicle purchases against loan, Repayable in 48 monthly installment of Rs 0.22 Lakh. Int. rate is 12%)	619.01	762.17	-	-
<b>Unsecured Loan</b>				
iv) <b>Term Loan from HDFC Bank</b> (Business Loan, Repayable in 36 monthly installment of Rs. 0.74 Lakh. Int. rate is 17%)	929.42	0.00	-	-
v) <b>Loan from Tata Capital</b> (Business Loan, Repayable in 36 monthly installment of Rs. 0.74 Lakh. Int. rate is 19%)	1,757.43	0.00	-	-
vi) <b>Loan from related party</b> (Interest free loan and repayable on demand)	0	0.00	5,374.89	7,343.28
Less:-Current maturity of long term debt	-1,372.31	-306.89		
	<b>2,618.73</b>	<b>1,263.97</b>	<b>25,527.53</b>	<b>27,512.27</b>

**8 (b) Trade payables**

PARTICULARS	As At 31 March 2020	As At 31 March 2019
Trade payables	43,211.12	84,256.04
	<b>43,211.12</b>	<b>84,256.04</b>

**8 (c) Other current financial liabilities**

PARTICULARS	As At 31 March 2020	As At 31 March 2019
Current maturity of long term debt	1,372.31	306.89
Expenses payable	1,562.23	4,213.01
	<b>2,934.55</b>	<b>4,519.90</b>

**9 Provisions**

PARTICULARS	As At 31 March 2020	As At 31 March 2019
<b>Others</b>		
Provision for income tax	216.19	425.08
	<b>216.19</b>	<b>425.08</b>

**10 Other current liabilities**

PARTICULARS	As At 31 March 2020	As At 31 March 2019
Advance from customers	6,819.20	7,475.07
<b>Others</b>		
Duties and Taxes		
-Employee State Insurance	6.56	2.67
-Employee Labour Fund	0.05	0.05
-Employee Provident Fund	0.00	0.00
-Tax deductible at source	1,027.41	172.07
	<b>7,853.23</b>	<b>7,649.86</b>

## NEW LIGHT APPARELS LIMITED

Notes to financial statements for the year endedFor the year ended as on 31 march 2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

**3 Property, plant and equipment**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 31.03.2019	ADDITION	Deletion	As on 31.03.2020	As on 31.03.2019	ADDITION	Deletion	As on 31.03.2020	As on 31.03.2019	As on 31.03.2020
Building	150.60	0.00	150.60	150.45	150.60	-	150.60	150.45	-	-
Computer	330.68	0.00	-	330.68	325.92	0.37	-	326.28	4.76	4.39
Furniture and Fittings	156.52	0.00	-	156.52	153.05	-	-	153.05	3.47	3.47
Plant and Machinery	10,234.21	76.11	-	10,310.33	8,921.54	196.48	0.00	9,118.01	1,312.68	1,192.32
Vehicle	2,290.53	0.00	0.00	2,290.53	633.98	534.95	0.00	1,168.93	1,656.55	1,121.60
<b>Current Year Figures</b>	<b>13,162.54</b>	<b>76.11</b>	<b>0.15</b>	<b>13,238.50</b>	<b>10,185.08</b>	<b>731.79</b>	<b>0.15</b>	<b>10,916.72</b>	<b>2,977.46</b>	<b>2,321.78</b>
<b>Previous Year Figures</b>	<b>13,156.05</b>	<b>1,847.36</b>	<b>1,840.87</b>	<b>13,162.54</b>	<b>11,441.37</b>	<b>492.54</b>	<b>1,748.83</b>	<b>10,185.08</b>	<b>1,714.68</b>	<b>2,977.46</b>

**NEW LIGHT APPARELS LIMITED**
**Notes to financial statements for the year ended For the year ended as on 31 march 2020**
*(All amounts in Indian Rupees Thousand unless otherwise stated)*
**11 Revenue from operations (Net of taxes and discount)**

<b>PARTICULARS</b>	<b>For the year ended as on 31 march 2020</b>	<b>For the year ended as on 31 march 2019</b>
Sales of Trading Goods	121,692.23	219,246.96
Sale of Services	0.00	6,256.91
<b>Revenue from operations(Net)</b>	<b>121,692.23</b>	<b>225,503.87</b>

**12 Other income**

<b>PARTICULARS</b>	<b>For the year ended as on 31 march 2020</b>	<b>For the year ended as on 31 march 2019</b>
Profit on sale of property, plant and equipment	0.00	74.96
	<b>0.00</b>	<b>74.96</b>

**13 Cost of raw material and components consumed**

<b>PARTICULARS</b>	<b>For the year ended as on 31 march 2020</b>	<b>For the year ended as on 31 march 2019</b>
Inventory at the beginning of the year	0.00	673.78
Purchase during the year	0.00	0.00
Less: Inventory at the end of the year	0.00	0.00
<b>Cost of raw material and components consumed</b>	<b>0.00</b>	<b>673.78</b>

**14 (Increase) / decrease in inventories**

<b>PARTICULARS</b>	<b>For the year ended as on 31 march 2020</b>	<b>For the year ended as on 31 march 2019</b>
<b>Inventories at the end of the year</b>		
<b>Traded goods</b>	41,846.41	41,856.93
<b>Inventories at the beginning of the year</b>		
<b>Traded goods</b>	41,856.93	11,415.65
<b>Change in inventories</b>	<b>10.52</b>	<b>-30,441.28</b>
Less: Provision for inventory obsolescence	0.00	0.00
<b>(Increase) / decrease in inventories</b>	<b>10.52</b>	<b>-30,441.28</b>

**15 Employee benefit expenses**

<b>PARTICULARS</b>	<b>For the year ended as on 31 march 2020</b>	<b>For the year ended as on 31 march 2019</b>
Salary, wages and bonus	4,411.00	11,912.44
Employer contribution to employee provident fund	0.00	9.17
Employer contribution to employee state insurance	22.90	22.45
Employee share to welfare fund	0.00	0.12
Other Benefits	352.17	715.11
	<b>4,786.08</b>	<b>12,659.28</b>

**NEW LIGHT APPARELS LIMITED**
**Notes to financial statements for the year ended For the year ended as on 31 march 2020**
*(All amounts in Indian Rupees Thousand unless otherwise stated)*
**16 Finance costs**

PARTICULARS	For the year ended as on 31 march 2020	For the year ended as on 31 march 2019
Interest on Loan	2,236.61	821.70
Finance Charges	77.47	601.80
	<b>2,314.08</b>	<b>1,423.50</b>

**17 Depreciation and amortisation expense**

PARTICULARS	For the year ended as on 31 march 2020	For the year ended as on 31 march 2019
Depreciation and amortisation expense	731.79	492.54
		<b>492.54</b>

**18 Other expenses**

PARTICULARS	For the year ended as on 31 march 2020	For the year ended as on 31 march 2019
Advertisement and marketing expenses (including business promotion)	442.29	2,539.65
<b>As auditor:</b>		
-Statutory Audit		
-Statutory Audit	30.00	25.00
-Other services (including certification fees)	0.00	180.00
Bad Debts	32.11	354.41
Bank charges	30.69	119.09
Consumable goods	155.85	386.07
Job Work	85.00	547.84
Legal and professional fees	310.04	860.02
Membership & Subscription	20.00	10.00
Insurance	106.50	0.00
Office and Misc Expenses	56.27	548.08
Postage & Courier expenses	30.87	54.16
Printing and stationary	88.46	218.63
Power and Fuel	395.24	544.15
Rent	315.00	312.00
Repair and maintenance	544.56	783.83
Rates, Taxes & Fees	268.43	30.74
Travelling and conveyance	1,624.34	2,111.34
Telephone Charges	50.42	45.96
	<b>4,586.09</b>	<b>9,670.96</b>

**19 Earnings per share (EPS)**

PARTICULARS	For the year ended as on 31 march 2020	For the year ended as on 31 march 2019
Nominal value of equity shares	10	10
Profit attributable to equity shareholders for computing Basic and Dilutive EPS (A)	182.51	2,907.85
Weighted average number of equity shares outstanding during the year for computing Basic EPS (B)	2,196.23	2,196.23
Basic earning per share (A/B)	0.08	1.32
Diluted earning per share (A/C)	0.08	1.32

**NEW LIGHT APPARELS LIMITED****CIN:-L74899DL1995PLC064005**

Notes to financial statements for the year ended 31-03-2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

**20 Fair Value Instruments****A) Financial Instruments by category**

Particulars	As at 31 March 2020			As at 31 March 2019		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets-Current</b>						
Trade receivables	0.00	0.00	70,873.31	0.00	0.00	112,505.15
Cash and cash equivalents	0.00	0.00	112.49	0.00	0.00	1,538.14
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>70,985.80</b>	<b>0.00</b>	<b>0.00</b>	<b>114,043.30</b>
<b>Financial Liabilities-Current</b>						
Borrowings	0.00	0.00	25,527.53	0.00	0.00	27,512.27
Trade payables	0.00	0.00	43,211.12	0.00	0.00	84,256.04
Other financial liabilities	0.00	0.00	2,934.55	0.00	0.00	4,519.90
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>71,673.19</b>	<b>0.00</b>	<b>0.00</b>	<b>116,288.21</b>

1) The fair value of trade receivable, deposits, trade payable and other financial liabilities are considered to be same as their carrying values due to their short term nature. Carrying amount of others carried at amortised cost are reasonable approximation of their fair values.

B) Since none of the item of financial assets or liabilities are qualified for categorization under FVTPL or FVTOCI, disclosure of fair value hierarchy and valuation techniques are not given.

**21 Capital Management**

The Company's objective while managing its capital is primarily to safeguard its ability to continue as a going concern and to provide adequate return to its shareholders and benefits to other stakeholders and company try to maintain an optimal capital structure to reduce the cost of capital.

The company monitors its capital structure by using debt equity ratio which is a financial ratio indicating the relative proportion of shareholders' equity and debt, used to finance company's assets. Closely related to leveraging, the ratio is also known as risk, gearing or leverage ratio. The company policy is to maintain adequate debt equity ratio.

**22 Financial Risk Management Objectives and Policies**

The Company's principal financial liabilities, other than derivatives, comprises of Loans, trade payables and other financial liabilities. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables and cash & bank, which arises directly from its operations.

The main risks arising from the Company's financial instruments are liquidity risk and credit risk.

The Board of Directors review and agree policies for managing each of these risks which are summarised below.

**Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

Financial instruments that are subject to such risk, principally consist of trade receivables & loans and advances. None of the financial instruments of the Company results in material concentration of credit risks.



**NEW LIGHT APPARELS LIMITED****CIN:-L74899DL1995PLC064005**

Notes to financial statements for the year ended 31-03-2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

**Liquidity risk**

Company monitor their risk of shortage of funds using cash flow forecasting models. These models consider the maturity of their financial investments, committed funding and projected cash flows from operations.

The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner. A balance between continuity of funding and flexibility is maintained through the use of credit facility received from vendors and internal accumulated fund. The company also monitors compliance with its debt covenants. The maturity profile of the Company's financial liabilities based on contractual undiscounted payments is given in the table below:

Particulars	31-Mar-19			31-Mar-18		
	< 1 Year	>1 Year	Total	< 1 Year	>1 Year	Total
Borrowings	25,527.53	-	25.53	27,512.27	-	27.51
Trade Payable	43,211.12	-	43.21	84,256.04	-	84.26
Other Financial Liability	2,934.55	-	2.93	4,519.90	-	4.52
Total	71,673.19	-	71,673.19	116,288.21	-	116,288.21

**NEW LIGHT APPARELS LIMITED**

Notes to financial statements for the year ended For the year ended as on 31 march 2020

(All amounts in Indian Rupees Thousand unless otherwise stated)

**23 Additional Information**

Particulars	As At 31 March 2020	As At 31 March 2019
<b>A) Value of imports calculated on C.I.F basis by the company during the financial year in respect of –</b>		
-Raw materials	-	-
<b>B) Expenditure in foreign currency</b>		
-Travelling expenses	-	100.08
<b>C) Earnings in foreign exchange</b>		
-Export Sale	178.20	219.00
<b>D) Contingent Liability</b>		
Statutory Liability under income tax act (Demand raised but not accepted by company)	-	-
<b>E) Future Commitments</b>	-	-

**24 Related Parties Disclosures**

A.) Parties in which company is associated:-

Party Name	Nature of Relationship
Sandeep Makkad	Director
Gurcharan lal Makkad	Director
Meetu Makkad	Director
Pritam Singh	Associates
Prateek Enterprises(Prop. Of Meetu Makkad)	Prop. of Director
Gee Sons(Prop. Shahsi Makkad)	Prop. Of Relative

B. )Transaction with related parties

Party Name	F.Y 2019-20	F.Y 2018-19
<b>Sale</b>	-	8,409.37
Gee Sons	-	8,409.37
<b>Purchase</b>	-	3,436.88
Gee Sons(Prop. Shahsi Makkad)	-	3,436.88
Prateek Enterprises	-	0.00
<b>Director Remmuneration</b>	<b>1,440.00</b>	7,200.00
Sandeep Makkad	480.00	2,400.00
GL Makkad	480.00	2,400.00
Meetu Makkad	480.00	2,400.00
<b>Balance Receivable / (Payable) at the end of year</b>	<b>-1,795.85</b>	71,846.26
Sandeep Makkad	-2,373.36	-1,819.10
Gurcharan lal Makkad	610.10	218.89
Meetu Makkad	-2,554.97	-4,229.08
Gee Sons(Prop. Shahsi Makkad)	2,522.38	38,823.84
Prateek Enterprises(Prop. Of Meetu Makkad)	-	38,851.71

**NEW LIGHT APPARELS LIMITED**

**Notes to financial statements for the year ended For the year ended as on 31 march 2020**

**(All amounts in Indian Rupees Thousand unless otherwise stated)**

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**25 Other Notes**

1) The Company has adopted Indian Accounting Standards (IND AS) prescribed under the Companies Act, 2013 read with relevant rules thereunder, with effect from April 1, 2017 and accordingly these financial results have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016.

2) Due to lockdown declared by Government of India, The Company is not able to arrange balance confirmation from debtors and creditors hence balances of debtor and creditor are taken subject to confirmations. Further Stock has been considered without physical verification as certified by management.

3) The company has not received any intimation from its vendors regarding the status under the micro, small and medium enterprises development act 2006 and hence disclosures required under the same act have not been made.

4) The Company has only short term operating lease which has been charged to the profit and loss account and hence no right to use has been created on these lease agreement.

5) Government of India, declared a lockdown from March 24, 2020 on account of the COVID-19 pandemic which has adversely effected the business operation and value of the company's assets like trade receivables and other assets however company cannot quantify the impact of the pandemic over business operation and assets of the company, no provision has been provided in financial statement for the quarter ending March 31st 2020.

6) The business activities of the company falls within one segment and major activities are carried out with in the country hence disclousers required under Ind-AS 108 i.e operating segment is not consideed applicable.

7) Figures rounded off to the nearest rupees in thousands.

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**As per our report of even date**

**For Rajan Malik & Co.**

ICAI Firm Registration No. :-019859N

Chartered Accountants

*sd/-*  
Rajan Malik

Partner

Membership No.:-085801

Place : NOIDA

Date : 24/07/2020

**For and on behalf of the Board of Directors of**

**New Light Apparels Limited**

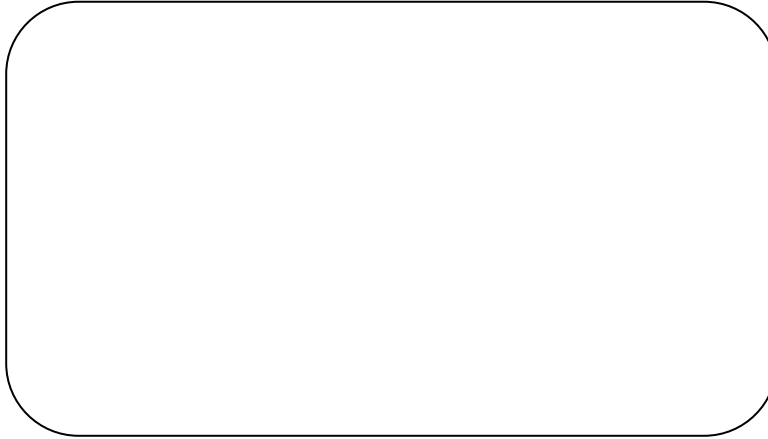
*sd/-*  
Gurcharan Makkad  
DIN:-01689768  
(Director)

*sd/-*  
Sandeep Makkad  
DIN:-01112423  
(Director)

*sd/-*  
Shilpa Bansal  
(Company Secretary)



Book Post



**NEWLIGHT APPARELS LIMITED**

**Regd. Office: GC-29, Basement , Shivaji Enclave  
Raja Garden, New Delhi-110027**

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**CIN: L74899DL1995PLC064005**

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