BANNARI AMMAN RETAILS PRIVATE LIMITED

1st ANNUAL REPORT

2018-19

BANNARI AMMAN RETAILS PRIVATE LIMITED

BOARD OF DIRECTORS

S V Arumugam

K Sadhasivam

BANKERS

Indian Overseas Bank

ICICI Bank Ltd

AUDITORS

Deloitte Haskins & Sells LLP.

Chartered Accountants

Coimbatore 641 018

REGISTERED OFFICE

252, Mettupalayam Road,

Coimbatore 641043

CIN: U52399TZ2018PTC031377

Email: shares@bannarimills.com

BANNARI AMMAN RETAILS PRIVATE LIMITED

Registered Office:
252, Mettupalayam Road,
Coimbatore 641043
CIN: U52399TZ2018PTC031377
Email: shares@bannarimills.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **FIRST** Annual General Meeting of the Members of Bannari Amman Retails Private Limited will be held at the Registered Office of the Company at 252, Mettupalayam Road, Coimbatore - 641 043, on Monday, the 30th day of September, 2019, at 12.00 Noon to transact the following business

You are requested to make it convenient to attend the Meeting.

AGENDA

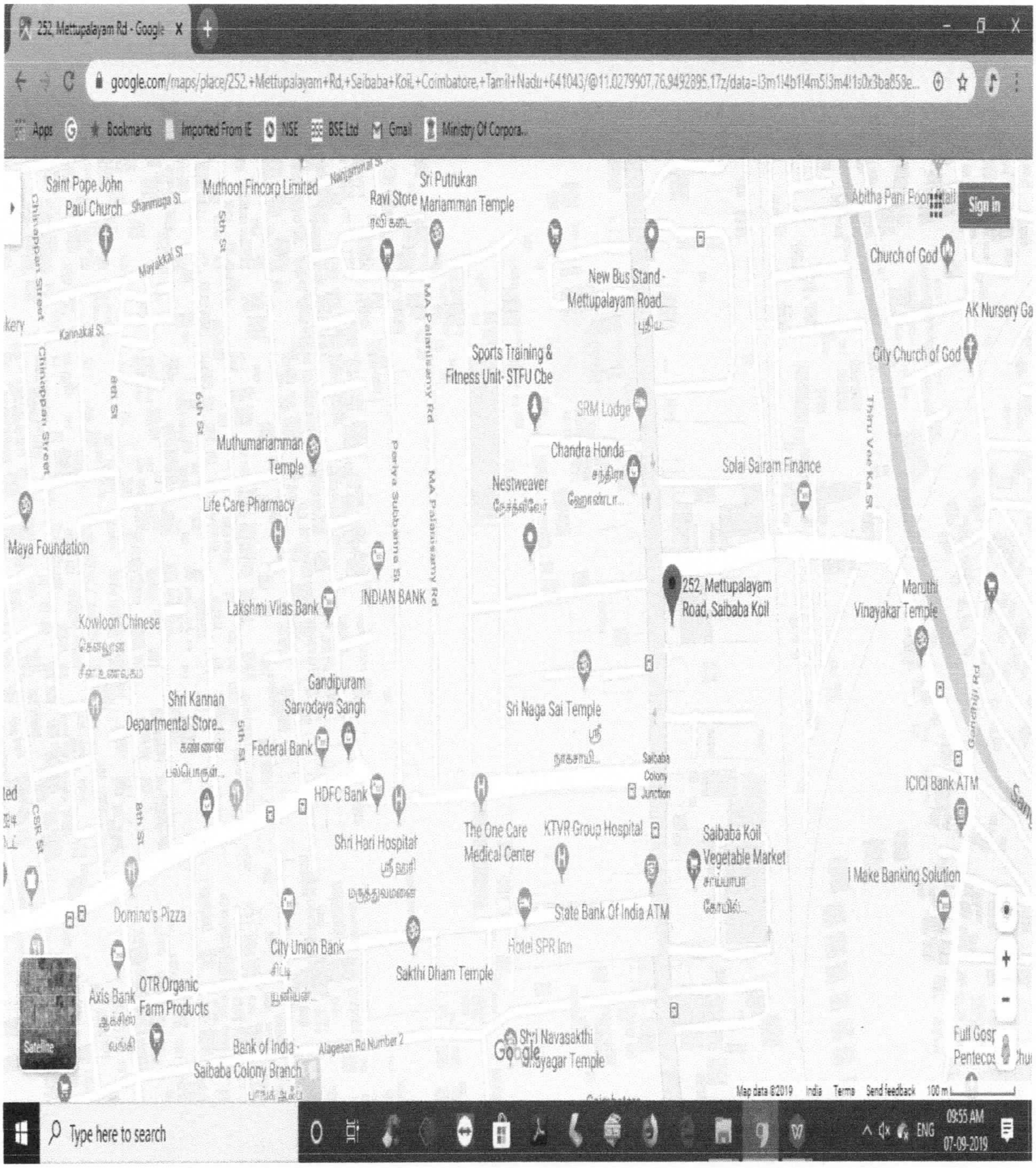
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended at 31st March 2019, and the Reports of the Directors and Auditors thereon.
2. Appointment of Statutory Auditors M/s Deloitte Haskins & Sells LLP, Bangalore (Firm Regn no.117366W/ W-100018) and to fix their remuneration.

By Order of the Board

S V ARUMUGAM
Chairman
DIN 00002458

Place: Coimbatore
Date: 3.9.2019

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting instead of himself and the proxy need not be a member of the company.
2. Proxies in order to be valid should be deposited at the registered office of the company at least 48 hours before the meeting.
3. A route map showing the route to the venue of the meeting is enclosed separately.


252, Mettupalayam Rd - Google
google.com/maps/place/252,+Mettupalayam+Rd,+Saibaba+Koil,+Coimbatore,+Tamil+Nadu+641043/@11.0279907,76.9492895,17z/data=!3m1!4b1!4m5!3m4!1s0x3ba858e...
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NSE
BSE Ltd
Gmail
Ministry Of Corpora...
Sign in
Saint Pope John Paul Church
Muthoot Fincorp Limited
Ravi Store
Sri Putrukan Mariamman Temple
Abitha Pani Poori Stall
Church of God
New Bus Stand - Mettupalayam Road...
AK Nursery Ga
City Church of God
Sports Training & Fitness Unit- STFU Cbe
SRM Lodge
Chandra Honda
Solai Sairam Finance
Muthumariamman Temple
Nestweaver
Life Care Pharmacy
Maya Foundation
252, Mettupalayam Road, Saibaba Koil
Maruthi Vinayakar Temple
Kowloon Chinese
Lakshmi Vilas Bank
INDIAN BANK
Gandipuram Sarvodaya Sangh
Sri Naga Sai Temple
Shri Kannan Departmental Store...
Federal Bank
ICICI Bank ATM
HDFC Bank
Saibaba Colony Junction
Shri Hari Hospital
The One Care Medical Center
KTVR Group Hospital
Saibaba Koil Vegetable Market
I Make Banking Solution
Domino's Pizza
State Bank Of India ATM
City Union Bank
Hotel SPR Inn
Sakthi Dham Temple
Axis Bank
OTR Organic Farm Products
Bank of India - Saibaba Colony Branch
Shri Navasakthi Vinayagar Temple
Full Gosp Pentecos
Satellite
MA Palanisamy Rd
Periya Subbanna St
Thiru Vee Ka St
Chinnappan Street
Kannakal St
Mayakkal St
Shanmuga St
Alagesan Rd Number 2
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BANNARI AMMAN RETAILS PRIVATE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **FIRST** Annual Report together with the audited accounts of the Company for the year ended 31st March 2019.

REVIEW OF OPERATIONS

The Company has been incorporated on 14.12.2018. The Company is yet to commence its business operations your Directors are in the process of identifying suitable business models to utilise the company's assets.

DIVIDEND

The Directors have not recommended any dividend during the year.

FUTURE PROSPECTS

The Directors are evaluating various business proposals for Commencing the business activities as set out in the Memorandum of Association.

EXTRACT OF ANNUAL RETURN

An Extract of Annual Return as on Financial Year Ended on 31st March, 2019 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013, and forming part of this report, in Form MGT- 9 is enclosed as **Annexure-I.**

BOARD OF DIRECTORS AND MEETINGS

The Board comprises of two Directors. During the financial year, 4 Board Meetings were convened on 27.12.2018, 27.12.2018, 30.1.2019 and 28.2.2019 . Details of attendance of each director at the Board Meetings of the company are as follows:

Name of the Director	No. of Board Meetings Attended
1. Sri S V Arumugam	4
2. Sri K Sadhasivam	4

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SHARE CAPITAL

The subscribes to the Memorandum of Association have contributed Rs.1,00,000 consisting of 10,000 equity shares of Rs.10/- each fully paid up.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sri S V Arumugam and Sri K Sadhasivam were named as first Directors in the Articles of Association of the Company at the time of incorporation. The Directors are not liable to retire by rotation and the provisions of appointing Key Managerial Personnel are not applicable to the Company.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Directors of your Company state that:

a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit and loss of the Company for that Period;

c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. The directors had prepared the annual accounts on a going concern basis;

e. 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.

AUDITORS / AUDITORS' REPORT

The present auditors of the company M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018)), as the First Auditors and they will retire at the ensuing First Annual General Meeting of the Company. It is proposed to reappoint the Auditors for a period of five years, as required by Section 139 of the Companies Act, 2013. Pursuant to Section 40 of the Companies (Amendment) Act, 2017 the proviso to section 139(1) relating to ratification of appointment of Auditors every year has been omitted. Accordingly the term of office of present Auditors will be continued without ratification.

The Auditors' Report does not contain any qualification, reservation or adverse remarks, requiring comments by the Board of Directors.

DETAILS OF FRAUDS REPORTED BY AUDITORS

There were no frauds reported by the Statutory Auditors under provisions of Section 143 (12) of the Companies Act, 2013 and rules made thereunder.

COMPLIACNCE OF SECRETARIAL STANDARD

The company has complied with applicable secretarial standards issued by the Institute of Company Secretaries of India from time to time.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost accounts and cost records as required under Section 148 (1) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the Company has not given any loans or guarantees or made any investments or provided any security under Section 186 of the Company Act, 2013.

RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Further no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Hence reporting in AOC-2 is not required.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the company and there is no change in the nature of business of the company.

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

The Company has not carried on any activity requiring the disclosure under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and hence no reporting on conservation of energy, technology absorption, foreign exchange earnings etc., is given.

RISK MANAGEMENT POLICY

The Company does not have any risk management policy as the element of risk threatening the company's existence is very minimal.

HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company is a wholly owned subsidiary of M/s Bannari Amman Spinning Mills Limited with effect from 14.12.2018. The Company does not have any subsidiaries, joint venture or associate companies as per the Rule 6 of the Companies (Accounts) Rules 2014. Hence, no reporting of the same in Form No AOC-1 has been made.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year there was no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has not received any complaint during the year 2018-19 requiring disclosure under the aforesaid Act.

a. No.of complaints filed during the financial year 2018-19 - Nil
b. No.of complaints disposed off during the financial year 2018-19 - Nil
c. No.of complaints pending as on end of financial year 2018-19 - Nil

POLICY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

For the year under review, the provisions on Corporate Social Responsibility are not applicable to the company as per the Companies Act, 2013 and rules made there under.

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DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF EMPLOYEES

None of the Employees of the Company has received remuneration exceeding the limit prescribed under Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

GENERAL

Your Directors wish to state that the requirement for disclosure or reporting to be made under the provisions of the Companies Act, 2013 and relevant rules framed thereunder, read with relevant notifications issued by the Ministry of Corporate Affairs, on the following matters are either not applicable to this Company or no such transactions were carried out by the Company during the year under review:

i. Issue of shares (including sweat equity shares) to employees of the company under any scheme.
ii. Appointment of Internal Auditors.
iii. Appointment of Cost Auditors / Maintenance of cost records.

ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude the timely assistance and help extended by the Bankers for having provided the required bank facilities. Your Directors wish to place on record their appreciation of the contributions made by the employees at all levels for the performance of your company.

By Order of the Board

Place: Coimbatore
Date: 3.9.2019

S V ARUMUGAM
Chairman
DIN 00002458

BANNARI AMMAN RETAILS PRIVATE LIMITED

ANNEXURE I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March, 2019

[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	U52399TZ2018PTC031377
ii)	Registration Date	14/12/2018
iii)	Name of the Company	Bannari Amman Retails Private Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares/Indian Non- Government
v)	Address of the Registered office and Contact details	252, Mettupalayam Road, Coimbatore -641 043 0422-2435555
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent	N A

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Bannari Amman Spinning Mills Limited 252, Mettupalayam Road, Coimbatore - 641 043	L17111TZ1989PLC002476	Holding	100.00	2(46)

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DELOITTE HASKINS & SELLS LLP ★ COIMBATORE-18 ★ CHARTERED ACCOUNTANTS

BANNARI AMMAN RETAILS PRIVATE LIMITED

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 14 -December-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	10000	10000	100	Nil	10000	10000	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub -total (A)(1) :-	**-**	**10000**	**10000**	**100**	**Nil**	**10000**	**10000**	**100**	**-**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	**-**	**10000**	**10000**	**100**	**-**	**10000**	**10000**	**100**	**-**
Total shareholding of promoter (A) =(A)(1)+(A)(2)	**-**	**10000**	**10000**	**100**	**-**	**10000**	**10000**	**100**	**-**
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other(specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

COIMBATORE-18

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2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Director & Their relatives	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	**10000**	**10000**	**100**	-	**10000**	**10000**	**100**	-

ii) Shareholding of Promoters

S N	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Share holding at the end of the year**			**% change in share holding during the year**
		No. of Shares	**% of total Shares of the company**	**%of Shares Pledged / encumbered to total shares**	**No. of Shares**	**% of total Shares of the company**	**%of Shares Pledged / encumbered to total shares**	
1	S V Arumugam (Nominee of Bannari Amman Spinning Mills Limited)	5000	50	-	5000	50	-	-

2	K Sadhasivam (Nominee of Bannari Amman Spinning Mills Limited)	5000	50	-	5000	50	-	-
	Total	**10000**	**100**	-	**10000**	**100**	-	-

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

Sn. no		**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. of shares	**% of totalshares of the company**	**No. of shares**	**% of totalshares of the company**
	At the beginning of the year	10,000	100.00	10,000	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	No Change			
	At the End of the year	10,000	100.00	10,000	100.00

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

Sl. No	**For Each of the Top 10 shareholders**	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
NIL					

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

Sl. No	**Shareholding of each Directors and each Key Managerial Personnel**	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Sri S V Arumugam, Director**				
	At the beginning of the year	-	-	-	-
	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	-	-	-	-

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2	**Sri K Sadhasivam, Director**				
	At the beginning of the year	-	-	-	-
	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	-	-	-	-

V) INDEBTEDNESS (Rs. In Lakhs)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

SN.	**Particulars of Remuneration**	**Name of MD/WTD/Manager**		**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	-	-	-

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BANNARI AMMAN RETAILS PRIVATE LIMITED

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify			
	Total (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other directors:

(Amount in Rs.)

SN.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	
	Total (1)	-	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-	
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	
	Overall Ceiling as per the Act	-	-	-	-	-	-

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

(Rs. In Lakhs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	**CS**	**CFO**	**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 section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

BANNARI AMMAN RETAILS PRIVATE LIMITED

VII.PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of the Board

S V ARUMUGAM
Chairman
DIN 00002458

Place : Coimbatore
Date : 3.9.2019

DELOITTE HASKINS & SELLS LLP
COIMBATORE-18
CHARTERED ACCOUNTANTS

Deloitte
Haskins & Sells LLP

Chartered Accountants
Shanmugha Manram
41 Race Course
Coimbatore - 641 018
Tamil Nadu, India

Tel: +91 422 439 2801 / 803
Fax: +91 422 222 3615

INDEPENDENT AUDITOR'S REPORT

To The Members of BANNARI AMMAN RETAILS PRIVATE LIMITED
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **BANNARI AMMAN RETAILS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

Basis for Opinion

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

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

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

DELOITTE HASKINS & SELLS LLP
COIMBATORE - 18
CHARTERED ACCOUNTANTS

Regd. Office: Indiabulls Finance Centre, Tower 3, 27th - 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, Maharashtra, India.
(LLP Identification No. AAB-8737)

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors

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c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

   In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration not applicable.

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

   i. The Company does not have any pending litigations which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

DELOITTE HASKINS & SELLS LLP COIMBATORE-18 CHARTERED ACCOUNTANTS

C.R. Rajagopal
Partner
(Membership No. 23418)
UDIN: 19023418AAAABU8844

Place : Coimbatore,
Date : September 03, 2019

Deloitte
Haskins & Sells LLP

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **BANNARI AMMAN RETAILS PRIVATE LIMITED** ("the Company") as of 31st March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

DELOITTE HASKINS & SELLS LLP
COIMBATORE-18
CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

DELOITTE HASKINS & SELLS
COIMBATORE - 18
CHARTERED ACCOUNTANTS

Rajagopal

C.R. Rajagopal
Partner
(Membership No. 23418)
UDIN: 19023418AAAABU8844

Place : Coimbatore,
Date : September 03, 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) The Company does not have any fixed assets as on 31st March, 2019 and hence reporting under clause (i) of CARO 2016 is not applicable.

(ii) The Company does not have any inventory as on 31st March 2019 and hence reporting under clause (ii) of the CARO 2016 is not applicable.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year hence the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 is not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.

(c) There are no dues of Income tax, Sales tax, Service tax, Customs duty, excise duty and Value added tax as on March 31, 2019 on account of disputes.

(viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Company.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.

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(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) The Company is a private company and hence the provisions of section 197 of the Companies Act, 2013 do not apply to the Company.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) The Company is a private company and hence the provisions of section 177 and section 188 of the Companies Act, 2013 are not applicable to the Company. In our opinion and according to the information and explanations given to us, the Company has disclosed the details of related party transactions in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the CARO 2016 Order is not applicable to the Company.

(xv) In our opinion and according to information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of Section 192 of Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

DELOITTE HASKINS & SELLS LLP
COIMBATORE - 18
CHARTERED ACCOUNTANTS

C.R. Rajagopal
Partner
(Membership No. 23418)
UDIN: 19023418AAAABU8844

Place : Coimbatore,
Date : September 03, 2019

Bannari Amman Retails Private Limited
Balance Sheet as on 31.03.2019

(Rs.)

	Particulars	Note No.	As at 31.03.2019
I	**ASSETS**		
1	**Non-Current Assets**		
	Deferred tax asset	9	80,262
	Other non-current assets	3	3,56,735
	Total Non-Current Assets		**4,36,997**
2	**Current Assets**		
	a) Financial assets		
	(i) Cash and cash equivalents	4	2,00,000
	Total Current assets		**2,00,000**
	TOTAL		**6,36,997**
II	**EQUITY AND LIABILITIES**		
1	**Equity**		
	a) Equity Share Capital	5	1,00,000
	b) Other Equity	6	(2,70,533)
	Total Equity		**(1,70,533)**
2	**Liabilities**		
	Current Liabilities		
	(a) Financial Liabilities		
	(i) Trade payables	7	
	(A) Total outstanding dues of micro & small enterprises		-
	(B) Total outstanding dues of creditors other than micro & small enterprises		8,07,530
	Total Current Liabilities		**8,07,530**
	TOTAL		**6,36,997**
	Significant Accounting Policies	2	
	See accompanying notes to the financial statements		

In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

DELOITTE HASKINS & SELLS LLP
COIMBATORE - 18
CHARTERED ACCOUNTANTS

C.R. Rajagopal
Partner

Place: Coimbatore
Date : 3rd September 2019

For and on behalf of Board of Directors

S V Arumugam
Chairman & Managing Director
DIN 00002458

K Sadhasivam
Director
DIN 00610037

Place: Coimbatore
Date : 3rd September 2019

Bannari Amman Retails Private Limited
Statement of Profit and Loss for the period ended 31st March 2019

(Rs.)

	Particulars	Notes	For the period 14.12.2018 to 31.03.2019
I	**INCOME**		
	Revenue from operations		-
	Total Revenue		**-**
II	**EXPENSE**		
	Other expenses	8	3,50,795
	Total Expenses		**3,50,795**
III	**Loss before tax**		**(3,50,795)**
IV	**Tax Expenses**		
	1. Current tax	9	-
	2. Deferred tax	9	(80,262)
V	**Loss after tax**		**(2,70,533)**
VI	**Other Comprehensive Income**		-
VII	**Total Comprehensive Income For The Period**		**(2,70,533)**
VIII	**Earnings per equity share of face Value Rs.10 each**		
	a) Basic and Diluted (in Rs.)		(91.43)
	Significant Accounting Policies	2	
	See accompanying notes to the financial statements		

In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

DELOITTE HASKINS & SELLS LLP
COIMBATORE-18
CHARTERED ACCOUNTANTS

C.R. Rajagopal
Partner

Place: Coimbatore
Date : 3rd September 2019

For and on behalf of Board of Directors

S V Arumugam
Chairman & Managing Director
DIN 00002458

K Sadhasivam
Director
DIN 00610037

Place: Coimbatore
Date : 3rd September 2019

Bannari Amman Retails Private Limited
Cash Flow Statement for the Year Ended 31.03.2019

(Rs.)

Particulars	**Year Ended 31.03.2019**
A.Cash Flow from Operating Activities	
Loss before tax	(3,50,795)
Operating loss before working capital changes	**(3,50,795)**
Adjustments for increase / (decrease) in operating liabilities:	
Trade payables	8,07,530
Adjustments for (increase) / decrease in operating assets:	
Other non-current assets	(3,56,735)
Cash Generated from Operations	**1,00,000**
Income tax paid	-
Net Cash generated from/(used in) Operating Activities	**1,00,000**
B: Net Cash generated from/(used in) Investing Activities	-
C: Net Cash generated from/(used in) Financing Activities	
Increase in share capital	1,00,000
Net Cash generated from/(used in) Financing Activities	**1,00,000**
Net Increase/(Decrease) from Cash and Cash Equivalents	**2,00,000**
Cash and Cash Equivalents at the beginning of the period	-
Cash and Cash Equivalents as per the Balance Sheet	2,00,000
Net Increase/(Decrease) from Cash and Cash Equivalents	**2,00,000**
See accompanying notes to the financial statements	

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

DELOITTE HASKINS & SELLS LLP COIMBATORE-18 CHARTERED ACCOUNTANTS

C.R. Rajagopal
Partner

Place: Coimbatore
Date : 3rd September 2019

For and on behalf of Board of Directors

S V Arumugam
Chairman & Managing Director
DIN 00002458

K Sadhasivam
Director
DIN 00610037

Place: Coimbatore
Date : 3rd September 2019

Note No.	Particulars
1.	**Corporate information** Bannari Amman Retails Private Limited ("The company") incorporated on 14th December 2018, for trading of garments under the BITZ brand. The company is a wholly owned subsidiary of Bannari Amman Spinning Mills Limited a fully integrated textile manufacturing company. The financial statements were approved for issue by the Board of Directors on September 03, 2019.
2.	**Significant accounting policies** This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.
2.1	**Basis of accounting and preparation of financial statements** **(i) Compliance with Ind AS** The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act as amended from time to time. **(ii) Historical cost convention** The financial statements have been prepared on a historical cost basis, except for the following: a) Property plant and equipment, financial assets and liabilities that are measured at fair value b) Defined benefit plans - plan assets measured at fair value c) Assets held for sale - measured at fair value less cost to sell
2.2	**Segment reporting** Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The board of directors, which has been identified as being the chief operating decision maker.
2.3	**Use of estimates** In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. a) **Useful lives of property, plant and equipment** The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

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COIMBATORE - 18
CHARTERED ACCOUNTANTS

Note No.	Particulars
	b) Deferred tax assets The carrying amount of deferred tax asset is reviewed at each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
2.4	**Inventories** Inventories are valued at lower of cost and net realisable value. Cost of raw materials, Packing materials, Stores and Spares and consumables are valued at cost on First-In-First-Out (FIFO) basis. Value of finished goods and work-in-progress are determined on First-In-First-Out (FIFO) basis and include appropriate share of overheads.
2.5	**Cash and cash equivalents** Cash and cash equivalents comprise cash on hand and demand deposits with banks other than deposits pledged with government authorities and margin money deposits. Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. A characteristic of such banking arrangements is that the bank balance often fluctuates from being positive to overdrawn.
2.6	**Cash flow statement** Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.7	**Taxes on income** **a) Current tax** The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted and are applicable as at the end of the reporting period. In the absence of adequate taxable profits, the Company is required to pay Minimum Alternate Tax (MAT) on the book profits, as adjusted for certain provisions. **b) Deferred tax** Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. MAT paid in accordance with the tax laws, if any, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance sheet when it is highly probable that future economic benefit associated with it will flow to the Company. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. **c) Current and deferred tax for the year** Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

DELOITTE HASKINS & SELLS LLP
COIMBATORE-18
CHARTERED ACCOUNTANTS

Note No.	Particulars
2.8	**a) Property plant and equipment** The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any 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 recognized in Statement of Profit and Loss. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives. **b) Capital work-in-progress** Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost , comprising direct cost and related incidental expenses. Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.
2.9	**Leases** **a) Where the company is Lessee:** Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals for non-cancellable leases are recognised in the Statement of Profit and Loss on a straight-line basis over the period of lease where the lease payments are structured to increase in line with expected general inflation. **b) Where the company is Lessor:** Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

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Note No.	Particulars
2.10	**Revenue recognition** Revenue is recognised when control of the goods services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company 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. However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. **(i) Sale of goods** Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. **(ii) Time and material:** Revenue from time and material contracts are recognised as and when services are rendered to the customer. These are based on the efforts spent and rates agreed with the customer. Revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. **(iv) Dividend and interest income** Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. **(v) Other operating revenue:** Income incidental to exports such as duty drawback, Merchandise Exports from India Scheme (MEIS), income from import entitlement and premium on sale of such entitlement are recognised when there is a reasonability of collection.
2.11	**Employee benefits** Employee benefits include provident fund, employee state insurance, gratuity fund and compensated absences. **a. Retirement benefit costs and termination benefits** Payments to defined contribution Retirement Benefit Plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit Retirement Benefit Plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

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Bannari Amman Retails Private Limited
Notes forming part of Financial Statements as at 31.03.2019

Note No.	Particulars
	b. Defined benefit costs are categorised as follows -service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); -net interest expense or income; and -remeasurement For defined benefit plan, in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the scheme. The gratuity fund is maintained with Life Insurance Corporation of India. The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs. The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans. A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs. **c. Short-term and other long term employee benefits** A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

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Note No.	Particulars
2.12	**Foreign currency transactions and translations** **i) 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 the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency. **ii) Transactions and balances** Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses). Non-monetary assets and liabilities are measured in terms of historical cost in foreign currencies are not retranslated. Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.
2.13	**Borrowings and Borrowing cost** Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.
2.14	**Earnings per share** Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.
2.15	**Provisions and contingencies** A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
2.16	**Financial Instruments** All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, financial liabilities like loans and borrowings and payables are recognised net of directly attributable transaction costs. For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non derivative financial assets comprising amortised cost, equity instruments at FVTOCI or fair value through profit and loss account (FVTPL) and financial liabilities at amortised cost or FVTPL. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

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Note No.	Particulars
	a) Non-derivative financial assets **i) Financial assets at amortised cost** A financial asset shall be measured at amortised cost if both of the following conditions are met: a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition. Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item. **ii) Equity instruments at FVTOCI** All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss. **iii) Financial assets at FVTPL** FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. **iv) Derecognition of financial assets** The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

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Note No.	Particulars
	On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.
	b) Non-derivative financial liabilities **i) Financial liabilities at amortised cost** Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method. **ii) Financial liabilities at FVTPL** Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Finance costs' line item. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.
	For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the statement of profit and loss. The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.
	iii) Derecognition of non-derivative financial liabilities The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.
2.17	**Impairment** **a) Financial Assets** In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
	Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12-months after the reporting date.
	ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive(i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider :

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Note No.	Particulars
	i) All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument. ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. As practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below: Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount. **b) Non-financial assets** The Company assesses at each reporting date whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss. The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").
2.18	**Government grants** Grants from the government are recognised when there is reasonable assurance that: (i) the Company will comply with the conditions attached to them; and (ii) the grant will be received. Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. When the grant relates to an asset, it is recognized as income over the expected useful life of the asset. Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a fair value. When loan or similar assistance are provided by government or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is recognized as government rate. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received.
2.19	**Operating cycle** Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

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Bannari Amman Retails Private Limited
Statement of Changes in Equity for the period ended 31st March 2019

A. Equity share capital

Particulars	Note no.	Number of Shares	Amount in Rs.
Balance at the 14.12.2018		-	-
Movement during the period	5	10,000	1,00,000
Balance at the 31.03.2019		**10,000**	**1,00,000**

B. Other equity

Particulars	Reserves and Surplus		Total in Rs.
	Retained Earnings	Other Comprehensive Income	
Balance as at 14.12.2018	-	-	-
Loss after tax for the year	(2,70,533)	-	(2,70,533)
Other Comprehensive Income	-	-	-
Balance as at 31.03.2019	**(2,70,533)**	-	**(2,70,533)**

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Bannari Amman Retails Private Limited
Notes forming part of Financial Statements

(Rs.)

Note	Particulars	As at 31.03.2019
3	**Other non-current assets**	
	Capital advances	3,56,735
	Total	**3,56,735**
4	**Cash and Cash Equivalents**	
	Balances with banks:	
	In current accounts	2,00,000
	Total	**2,00,000**
5	**Share capital**	
	Authorised Share Capital:	
	1,000,000 equity shares of Rs.10/- each	**1,00,00,000**
	Issued, Subscribed and Paid up Share capital:	
	10,000 equity shares of Rs.10/- each	1,00,000
	Total	**1,00,000**

a.Reconciliation of number and amount of shares at the end of the reporting period

Particulars	As at 31.03.2019	
	No. of Shares	Amount
No. of Shares at the beginning of the reporting period - 14.12.2018	-	-
No. of Shares issued during the period	10,000	1,00,000
No. of Shares at the end of the reporting period	**10,000**	**1,00,000**

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b.Details of shareholders holding more than 5% shares

Particulars	As at 31.03.2019	
	% of Holding	No. of Shares
Bannari Amman Spinning Mills Limited (through its nominees)	100%	10,000
Total	**100%**	**10,000**

c. Terms / rights attached to the equity shares:

The Company has issued only one class of equity share having a face value of Rs. 10/- per share. The holder of each equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution to all preferential creditors and other creditors, in the order of priority. The distribution will be in proportion to the number of equity shares held by shareholders. The company declares and pays dividend in Indian Rupees. The dividend proposed by Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting.

6	**Other equity**	**As at 31.03.2019**
	Retained earnings Retained earnings comprise of the Company's prior years undistributed earnings after taxes.	
	Opening Balance	-
	Less: Loss after tax for the period	(2,70,533)
	Total	**(2,70,533)**
7	**Trade payable**	
	Total outstanding dues of micro and small enterprises	-
	Total outstanding dues of creditors other than micro and small enterprises	8,07,530
	Total	**8,07,530**

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Bannari Amman Retails Private Limited
Notes forming part of Financial Statements as at 31.03.2019

(Rs.)

Note	Particulars	For the period 14.12.2018 to 31.03.2019
8	**Other expenses**	
	Payments to auditors:	
	Statutory audit fee	1,00,000
	ROC filing fees	2,12,598
	Printing and stationery	9,751
	Rates and taxes	26,666
	Legal and professional charges	1,780
	Total	**3,50,795**
9	**Income tax expense**	
A	**Current tax**	
	Current Tax on taxable income for the year	-
	Total current tax expense	**-**
	Deferred tax	
	Deferred tax charge/(credit)	(80,262)
	Total deferred income tax expense/(benefit)	**(80,262)**
	Total income tax expense	**(80,262)**

B

Particulars	Opening Balance - 14.12.2018	P&L Account movement for the period 14.12.2018 t0 31.03.2019	Closing balance - As at 31.03.2019
Deferred tax Asset - Business Loss	-	(80,262)	80,262

C **Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:**

Particulars	For the period 14.12.2018 to 31.03.2019
Loss before tax	**(3,50,795)**
Enacted income tax rate in India	26.00%
Computed expected tax expense	-
Effect on account of temporary differences under income tax	(91,207)
On account of enacted tax rates	10,945
Income tax expense recognised in the statement of profit and loss	**(80,262)**

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Bannari Amman Retails Private Limited
Notes forming part of Financial Statements as at 31.03.2019

10 Contingent Liabilities and Commitments

The Company does not have any Contingent Liabilities and Commitments as at the reporting date.

11 Related Party Transactions

Related Parties and their relationship

Information on Related Party Transactions as required by Ind AS 24 - 'Related Party Disclosures' for the Year Ended March 31, 2019.

Key Management Personnel :

Mr.S.V.Arumugam
Mr.K. Sadhasivam

Holding Company

Bannari Amman Spinning Mills Limited

Fellow subsidiaries

Accel Apparels Private Limited
Abirami Amman Designs Private Limited
Young Brand Apparel Private Limited
Bannari Amman Trendz Private Limited

Enterprises in which the Key management Personnel or relatives have significant influence

Bannari Amman Logistics Private Limited
Bannari Amman Properties Private Limited
Anamallais Motors Private Limited
Annamallai Infrastructures Limited
Senthil Infrastructure Private Limited
Bannari Amman Food Products Limited
Bannari Amman Flour Mill Limited
Anamallais Automobiles P Ltd
Sakthi Murugan Transports Limited
Murugan Enterprise Private Limited
Vedanayagam Enterprises Private Limited
Anamallais Agencies Private Limited
M S S Realtors Private Limited

Related Party Transactions

	Nature Of Transaction	
Name of the Related Party	**Reimbursement of expenses during the period (Rs.)**	**Closing Balance as at 31.03.2019 (Rs.)**
Bannari Amman Spinning Mills Limited	7,07,530	7,07,530

12 Segment Information

The company is yet to start its operation and is evaluating various proposals for commencing the business as set out in memorandum of Association. Hence the company does not have any reportable information under Ind AS 108.

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13 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2017-18, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

Particulars	31.03.2019 (Rs.)
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)	
Principal amount due to micro and small enterprise	-
Interest due on above	-
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

14 Earnings Per Share

Particulars	Year Ended 31.03.2019
Loss for the period attributable to Equity Shareholders	(2,70,533)
Weighted average number of equity shares (Nos.)	10,000
Nominal Value per Share	10
Basic and Diluted Earnings/(Loss) per Share (Rs.)	(91.43)

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15 Financial instruments

(Rs.)

The carrying value and fair value of financial instruments by categories as at March 31, 2019 is as follows:

Particulars	Carrying value	Fair value
	As at March 31, 2019	**As at March 31, 2019**
Financial assets		
Amortised cost		
Cash and cash equivalents	2,00,000	2,00,000
Total assets	**2,00,000**	**2,00,000**
Financial liabilities		
Amortised cost		
Trade payables	8,07,530	8,07,530
Total liabilities	**8,07,530**	**8,07,530**

The management assessed that fair value of cash and trade payables, approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:
i) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.

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16 Financial risk management

The Company's principal financial liabilities are trade payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the company is foreign exchange risk. The Company uses foreign currency borrowings to mitigate foreign exchange related risk exposures.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

1) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

2) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk through credit limits with banks.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given below:

Particulars	As at March 31, 2019 (Rs.)
Cash and cash equivalents	2,00,000
Total	**2,00,000**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2019,

(Rs.)

Particulars	As at	Less than 1 year	1-2 years	2 years and above
Trade payables	March 31, 2019	8,07,530	-	-

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COIMBATORE-18
CHARTERED ACCOUNTANTS

17 Standards / amendments not yet effective

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019.

Ind AS 116 'Leases': On March 30, 2019, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Ind AS 116 – Leases and related amendments to other Ind ASs. Ind AS 116 replaces Ind AS 17 'Leases' and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as per Ind AS 17. Ind AS 116 is effective for annual periods beginning on or after April 1, 2019.

18 The Company was incorporated on 14 December, 2018 under the Companies Act, 2013. Accordingly, the financial statements are for the period from 14 December, 2018 to March 31, 2019. This being the first reporting period there are no corresponding figures of the previous year.

DELOITTE HASKINS & SELLS LLP
COIMBATORE-18
CHARTERED ACCOUNTANTS

For and on behalf of Board of Directors

S V Arumugam
Chairman & Managing Director
DIN 00002458

K Sadhasivam
Director
DIN 00610037

Place: Coimbatore
Date : 3rd September 2019