



**BIBA APPARELS PRIVATE
LIMITED**

Annual Report 2019-2020

NOTICE FOR CALLING 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the shareholders of **BIBA Apparels Private Limited** will be held on Friday, 18th December 2020 at 12:00 P.M. through Video Conferencing, to transact the following businesses as mentioned herein:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2020 and statement of Profit and Loss for the year ended 31st March, 2020 and Cashflow Statement for the year ended 31st March, 2020, both standalone and consolidated, for the year ended on that date, along with the Reports of Directors and Auditors thereon.

**By order of the Board of Directors
For BIBA Apparels Private Limited**

**Sachin Agarwal
Company Secretary**

Date: 29.09.2020

Place: Gurgaon

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC.
2. The Annual report for the year ended 31st March, 2020 containing inter-alia, the Board report, Auditors’ report and the audited financial statements are enclosed.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf

BIBA APPARELS PVT. LTD.

Registered Office and Head Office: 12th & 13th floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram -122005, Haryana India |

Phone: 0124-5047000, 4417000 | Email: info@bibaindia.com | Website: www.biba.in

CIN No. U74110HR2002PTC083029



and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars on AGM through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
5. Since the AGM will be held through VC, the route map to the venue is not annexed to this Notice.
6. The relevant documents required as per the Companies Act, 2013 shall be made available for inspection at the registered office of the Company.
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
8. Members can send their requests, if any, to sachin.agarwal@bibaindia.com.

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BOARD REPORT

FINANCIAL YEAR 2019-20

The Members

BIBA Apparels Private Limited

The Directors have pleasure in presenting the 18th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March 2020.

Financial Performance

A brief summary of the audited financials of the Company for the Financial Year ended 31st March, 2020 is given below. The figures of the current Financial Year and previous Financial Year have been prepared in accordance with the Indian Accounting Standards ('Ind AS').

(Rs. in crore)

Particulars	Standalone performance		Consolidated performance	
	F.Y. 2019-20	F.Y. 2018-19	F.Y. 2019-20	F.Y. 2018-19
Revenue from operations	757.21	729.40	757.20	729.40
Other income	7.45	4.60	8.94	3.94
Total income	764.66	734.00	766.14	733.35
Less: Other expenses	618.09	664.22	619.38	664.32
Profit Before Interest, Depreciation, Taxes and Extra- ordinary Item	146.57	69.78	146.76	69.03
Less: Finance Cost	46.81	9.15	46.82	9.28
Less: Depreciation and Amortization	80.88	21.97	80.93	22.58
Profit Before Share of Net Profits of investments	18.88	38.66	19.01	37.17
Share of loss of associate	-	-	(.71)	(.15)
Profit Before Tax and Exceptional Item	18.88	38.66	18.30	37.02
Less: Exceptional Item	11.05	-	4.27	-
Profit before tax	7.83	38.66	14.03	37.02
Less: Current Tax	5.75	12.88	5.75	12.88
Less: Deferred Tax	(0.47)	(1.31)	(.63)	(1.34)
Profit before other comprehensive income	2.55	27.09	8.91	25.47
Add: Profit from Associate Company	-	-	-	-
Add: Other comprehensive income, net of tax	(0.31)	(0.15)	(.31)	(.15)
Net Profit	2.24	26.94	8.59	25.32
Earnings Per Share:				
Basic and diluted	0.21	2.26	.74	2.13

State of Company's Affairs

During the year under review, the total revenue of the Company was INR 757.20 crores as against Rs. 729.40 crores during the previous Financial Year, recording an increase of 4%. The Company has recorded Net Profit of Rs. 2.24 crores during the Financial Year.

During the year under review, the Company added 64 stores for BIBA and Rangriti, which includes 35 EBOs for BIBA, 29 EBOs for Rangriti. Now the total count of active EBOs are 270 for BIBA and BIBA Girls and 80 for Rangriti at the closure of this financial year.

In addition to above, the Company is continuously taking new initiatives and doing its best endeavors to improve overall performance and revenue and operating efficiency. In addition to BIBA Jewellery, BIBA Footwear, your company has also launched BIBA wet wipes in the market, and it is in process of further launching perfume category in the current financial year 2020-21.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report. However from March 2020 the company faced severe impact of Covid-19 and all the stores of the company remained closed for considerable period of time due to lockdown which impacted the overall business and fund flows adversely. The company has taken immediate corrective steps and has been able to cut down its expenses to reduce the impact of lockdown on the business, which has broadly covers negotiations with Landlords, Vendors and other business partners for reduction in lease rentals, pricing etc. The company has also worked to optimise manpower and controlled the manpower cost. Your directors are of the view that in spite of major impact on overall operations during current year, with the help of immediate corrective steps, your company will be able to overcome this hard situation and will be able to perform well.

Information about Subsidiary/Joint Venture and Associate Company and their performance

Highlight

As on 31st March 2020, the Company has one direct subsidiary and one Associate Company. During the financial year ended on 31st March, 2020, there is no addition or deletion in the list of subsidiary, associate or joint venture, of the Company.

The audited consolidated financial statements are provided as part of the Annual Report in accordance with Accounting Standards (IND-AS) pertaining to consolidated financial reporting. These statements have been prepared on the basis of the financial statements received from the subsidiaries as approved by their respective Board of Directors. A report on the performance and financial position of the subsidiaries and associate company as per Section 129(3) of the Companies Act, 2013 is provided in Form AOC-1 '**Annexure-1**' forming part of the financial statements and hence not repeated herein for the sake of brevity.

Change in Nature of Business, if any

There is no change in the nature of business or business activity during the financial year 2019-20. However, the Company has adopted new sets of Articles as per the requirement of Companies Act 2013 with the approval of Shareholders on 09th December 2019.

Secretarial Audit

The company is private limited company, so the Company was not required to undergo any Secretarial Audit during the financial year under review.

Cost Audit and Cost Records

The nature of the business does not require to undergo any cost audit as per the companies Act 2013, therefore the company has not appointed any cost auditor during the financial year 2019-20. The Company was also not required to maintain any cost records as specified by the central government under sub section (1) of section 148 of Companies Act, 2013.

Dividend

During the current FY 2020-21, the business was severely impacted due to lockdown and in the current FY the company needs funds for its operations, therefore, this year your director do not recommend any dividend for the FY 2019-20. In the previous year your Directors recommend a dividend of Rs. 0.11/- per equity share aggregating to Rs. 1,31,70,245/- (Rupees One Crore Thirty One Lakh Seventy Thousand Two Hundred Forty Five Only), and the same was approved by the shareholders of the company and it was paid to the shareholders accordingly.

Transfer to Reserves

The directors have decided not to transfer any amount to the general reserve for the Financial Year ended 31st March, 2020.

Transfer of Unclaimed dividend to Investor Education and Protection Fund

The company was not required to transfer unclaimed dividend to Investor Education and Protection Fund as per the provisions of Section 125(2) of the Companies Act, 2013 as the same is not applicable to the Company.

Share Capital

During the Financial Year ended 31st March, 2020, there have been following alteration in the share capital of the Company:

- There is no change in the Authorised Capital of the company during the financial year under review.
- There was no change in the paid share capital of the company during the FY 2019-20.

Auditors

M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Statutory Auditors of the Company, holds its office till the conclusion of the ensuing 19th Annual General Meeting for the FY 2020-21.

Auditors' Report

The notes on financial statements referred to in the Auditors' Report are self-explanatory in nature and do not call for any further comments. The report does not contain any qualification, reservation or adverse remarks. Further the auditors have not reported any frauds in the company to the Audit Committee or the Board of Directors pursuant to section 143(12) read with rule 13 of the Companies (Audit and Auditors) Rule 2014.

Details of Board Meeting and Corporate Social Responsibility Committee Meetings

During the financial year ended 31st March, 2020, Board meetings were held on 26.06.2019, 02.08.2019, 11.09.2019, 12.11.2019 and 13.02.2020.

Further, as per Section 135(5) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and schedule VII of the Companies Act, 2013, the Company has duly constituted CSR Committee and during the year under review, two meetings of the Corporate Social Responsibility Committee were held on 02.08.2019 and 13.02.2020

The attendance record of the directors in the respective meetings is as under:

S. No.	Name of Director/ Member	Total No. of Meetings entitled to attend	No. of Meeting attended	% of Attendance
	Board			
1	Meena Bindra	5	4	80
2	Siddharath Bindra	5	5	100
3	Anish Saraf	5	5	100
4	Sameer Mohan Shroff	5	4	80
	CSR Committee			
1	Meena Bindra	2	2	100
2	Siddharath Bindra	2	2	100
3	Sameer Mohan Shroff	2	1	50

Audit Committee

The company is a private limited company, therefore it was not required to constitute Audit Committee:

Nomination and Remuneration Committee (NRC)

The company is a private limited company, therefore it was not required to constitute Nomination and Remuneration Committee (NRC) Committee.

Annual Performance Evaluation of Chairman, Board, its Committees and Individual Directors

The company is a private limited company, therefore it was not required to do any performance evaluation of Board of Directors or Committees, or the Chairman.

Directors and Key Managerial Person

During the financial year ended 31st March, 2020 there has been following changes in the Directors/ KMPs of the Company.

Sr. No.	Name	Designation	Date of Appointment	Date of cessation	Appointment/ Cessation
1	Mr. Manu Grover	Company Secretary	01.02.2017	31.07.2019	Resignation
2	Mr. Sachin Agarwal	Company Secretary	11.09.2019	N.A.	Appointment
3	Mr. Darpan Vashishtha	CFO	01.08.2018	27.09.2019	Resignation
4	Mr. Sandeep Dattaram Deshpande	CFO	13.02.2020	N.A.	Appointment
5	Mr. Anish Kumar Saraf	Nominee director	01/05/2019	N.A.	Appointment
6	Mr. Vishal Kashyap Mahadevia	Nominee director	20/09/2013	29/04/2019	Resignation

Deposits

The Company has neither accepted nor renewed any deposits within the meaning of Section 73 of Companies Act, 2013 and, as such, no amount of principal or interest was outstanding as of 31st March, 2020.

Particulars of Loans, Guarantees or Investments

During the Financial Year ended 31st March, 2020 particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are set out at '**Annexure-2**' which forms part of this report.

Material Changes and Commitments, if any, affecting the Financial Position of Company

There have been no material changes and commitments from the date of closing of the financial year i.e. 31st March, 2020 up to the date of presentation of Board Report, which may material impact on the financial position of the Company in any manner.

Details of Significant and Material Orders, impacting the Going Concern status and Company Operation in future

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Extract of the Annual Return

Pursuant to Section 92(3) and Section 134(3) (a) of the Companies Act, 2013 read with rules made thereunder, extract of Annual Return of the Company in the prescribed Form - MGT 9 is annexed as 'Annexure-3' to this Report.

Particulars of Contracts or Arrangements with Related Parties

All Related Party transactions entered into by the Company were in the ordinary course of business and on arm's length basis. The particulars of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in the prescribed Form AOC - 2 is annexed as 'Annexure-4' to this Report.

Corporate Social Responsibility

The concept of Corporate Social Responsibility (CSR) has gained prominence from all avenues. Organizations have realized that Government alone will not be able to get success in its endeavour to uplift the downtrodden state of the society. With a view to help growth of the society and the company at large, the Company has a structured CSR Policy, formulated under the provisions of the Companies Act, 2013. The Company also has in place a CSR Committee duly constituted in accordance with the requirements of Section 135 of the Companies Act, 2013 read with rules made thereunder, as amended, to formulate and monitor the CSR policy of the Company.

In terms of provisions of Section 135 of the Companies Act, 2013 & Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, the Annual Report on CSR activities for FY 2019-2020 is annexed as 'Annexure-5'.

Vigil Mechanism

In accordance with the provisions of Section 177(9) of the Companies Act, 2013, the Company has established a Vigil Mechanism for its directors and employees, to report concerns about unethical behaviour and address their genuine concerns. The mechanism provides adequate safeguards against victimisation of persons who use this mechanism.

Disclosure about ESOP Scheme

Pursuant to the provision of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies Rules, 2014, the company has issued Employee Stock Option Scheme which was amended in the Extra Ordinary General Meeting of the Company held on 9.12.2019. The following are the details of Employee Stock option Scheme of the Company after the amendment in ESOP Plan:

a) Total number of stock options that may be granted to employees	1% of the paid up share capital of the Company i.e. 11,97,295 Equity Shares

b) No. of options granted:	NIL
c) options vested:	NIL
d) options exercised:	NIL
e) the total number of shares arising as a result of exercise of option:	NIL
f) options lapsed:	NIL
g) Requirements of vesting and period of vesting	There shall be a minimum period of 1(one) year between the Grant of Options and Vesting of Option. Subject to Participant's continuing the employment with the Company and clause 9, all the Options granted to an Eligible Employee shall Vest in him or her after the immediate next date of succeeding calendar years on which the decision for Grant of Option was taken by the Board. Vesting period may vary from employee to employee based on his tenure in the company, however in no case it will be less than one year form the grant date.
h) Maximum period within which the options shall be vested	The Plan shall continue in effect until (i) its termination by the Board or (ii) the date on which all of the Options available for issuance under the Plan have been issued and exercised, whichever is earlier.
i) Exercise price or the formula for arriving at the same	The Exercise Price of the Option shall be Fair Market Value (FMV), as determined by Category-I Merchant Banker, of the preceding year on which the option is granted. For the options already granted to the employees before 15.11.2019, the Exercise Price will be the FMV as on 15.11.2019, or the price at which options are granted, whichever is less.
j) Exercise period and process of exercise	The Exercise Period shall commence from the date of vesting of Option and expire at the end of 5 years form the vesting date or till the last day of the Optionee on Payroll of the company, whichever is earlier. The exercise period can be extended only under special circumstances at the discretion of the Board upon a specific request made by the Participant concerned to this effect.

Exercise of the Options shall take place at the time and place designated by the Board or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

An Option shall be deemed to be exercised only when the Board receives notice of Exercise and the Exercise Price along with Fringe Benefit Tax or any other similar tax as may be applicable at the relevant point of time (in accordance with the Plan) from the person entitled to exercise the Option.

“Fair Market Value” means the value (till the time shares of BIBA are not listed on a recognized stock exchange) determined by the Category – I Merchant Bankers or in the manner as may be determined by the Board from time to time, based upon the company’s latest financials. The Company would get the FMV initially as on 15.11.2019, and thereafter as on 30th September of each year. The Board of Directors at its sole discretion, can get the valuation done more frequently. Once the shares of BIBA are listed on a recognized stock exchange, FMV would refer to the average of the opening and the closing price of the share on the date of valuation on the recognized stock exchange on which shares of the company are listed.

k) Lock-in period, if any	NIL
l) variation of terms of options:	Yes. In EGM held on 09.12.2019
m) money realized by exercise of options:	NIL
n) total number of options in force:	NIL
o) employee wise details of options granted to:	
• key managerial personnel:	NIL
• any other employee who receives a grant of options in any one year of option amounting to five	NIL

percent or more of options granted during that year:	
<ul style="list-style-type: none"> identified employees who were granted option, during the one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: 	NIL

Internal control systems and Risk Management

The company has an adequate Internal Control System and Risk Management procedure to monitor the risks and their mitigating actions. The Company has developed procedures to assess the risk associated with the company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management controls the risk in accordance with defined policies and procedures adopted by the company.

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. Risk management is a structural approach to manage uncertainty. A formal approach to Risk Management is being adopted by the Company and key risk will now be managed within unitary framework. The Board of Directors of the company engaged M/s O P Bagla & Co LLP, Chartered Accountants, as Internal Auditors of the Company for Financial Year 2019-20 to conduct risk assessment analysis of the business. The Internal Auditors independently evaluate adequacy of internal controls and audit the transactions undertaken by the Company. The Board of Directors regularly reviewed the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

Particulars of Conservation Of Energy, Technology Absorption and Foreign Exchange Earning / Outgo

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014 is set out at '**Annexure-6**' which forms part of this report.

Disclosure under the Sexual Harassment of Women at Work Place

The Company has in place an anti- sexual harassment policy in line with the requirement of The Sexual Harassment at The Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013.

Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary, Trainees) are covered under this policy.

The following is a summary of Sexual Harassment Complaints received and disposed of during the year 2019-2020:

Number of Complaints Received	0
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Number of Complaints Disposed of 0

Statement of particulars of employees

The company, being private limited company, is not required to give any details of the remuneration of any employees in terms of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel).

Directors' Responsibility Statement

In terms of Section 134 of the Companies Act, 2013, the Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that they have taken all reasonable steps, as are required, to ensure that:

- (a) 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 judgements 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) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a 'going concern' basis; and
- (e) proper systems have been devised to ensure compliance with the provisions of all applicable laws (including applicable Secretarial Standards) and that such systems were adequate and operating

Acknowledgement

The Board of Directors expresses their sincere appreciation and gratitude to all the stakeholders of the Company for the trust, confidence and support provided to us.

Further, the Board of Directors hereby promises to uphold the Company's commitment towards acting with honesty, integrity and respect and to be responsible and accountable to all the stakeholders of the Company.

By Order of the Board of Directors
For and on behalf of **BIBA Apparels Private Limited**



Siddharath Bindra
Managing Director
DIN: 01680498



Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 read with Companies (Accounts) Amendment Rules, 2016)

Part "A": Subsidiaries

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

(Information in respect of each subsidiary to be presented with amounts in Rs. in lakhs)

S. No.	Particulars	Details
1	Sl. No	1
2	Name of the subsidiary	IMA Clothing Private Limited
3	The date since when subsidiary was acquired	17/09/2012
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
6	Share capital	172.04
7	Reserves and surplus	(828.49)
8	Total assets	2.03
9	Total Liabilities	578.48
10	Investments	NIL
11	Turnover	NIL
12	Profit/ Loss before taxation	13.20
13	Provision for taxation	NIL
14	Profit/ Loss after taxation	13.20
15	Proposed Dividend	NIL
16	Extent of shareholding (Class A) (in percentage)	
	Class A Equity	51.00%
	Class B Equity	100%
	CCPS	100%

Note:

1. Name of subsidiaries which are yet to commence operations- NA
2. Name of subsidiaries which have been liquidated or sold during the year- NA
3. Share Capital includes Rs. 2,04,080/- (Class A) & Rs. 1,70,00,000/- (Class B- No dividend & no voting rights) equity share capital of IMA Clothing Private Limited including equity component of Rs. 80,00,000/- compulsory convertible preference shares (CCPS) issued by the subsidiary company.
4. Based on effective shareholding i.e. 50.99% of Class A equity shares held by the Company.
5. Figures in bracket indicates negative balance.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Anjuman Brand Designs Private Limited
1. Latest audited Balance Sheet Date	31 st March, 2020
2. Date on which the Associate or Joint Venture was associated or acquired	25 th September, 2014
3. Shares of Associate or Joint Ventures held by the company on the year end	
No. (In Lakhs)	8.55
Amount of Investment in Associates/Joint Venture (In Lakhs)	615.06
Extend of Holding %	36.82%
4. Description of how there is significant influence	There is significant influence due to percentage of shareholding
5. Reason why the associate/joint venture is not consolidated	Share of associate is considered for consolidation and hence same is not applicable
6. Net worth attributable to shareholding as per latest audited Balance Sheet	441.81
7. Profit or Loss for the year	(182.03)
i. Considered in Consolidation	(67.03)
ii. Not Considered in Consolidation	(115)

Note:

1. Name of associates/joint ventures which are yet to commence operations- NA
2. Name of associates/joint ventures which have been liquidated or sold during the year-NA

**By Order of the Board of Directors
For and on behalf of BIBA Apparels Private Limited**



Siddharath Bindra
Managing Director
DIN: 01680498



Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-2

Particulars of Loan, Guarantees or investments under Section 186
(Pursuant to clause (g) of sub-section (3) of section 134 of the Act and Rule 8(2) of the
Companies (Accounts) Rules, 2014)

S. No.	Name of Person / Body Corporate	Nature (Loan/ Guarantee/ Acquisition)	Particulars of Loan given / Investment made or Guarantee Made	
			Date of providing loan	Amount (Rs.)
1	IMA Clothing Private Limited	Loan given	31-07-2019	7,61,408
			06-08-2019	58,320
			14-08-2019	3,02,860
			22-08-2019	78,000
			31-03-2020	15,000
			Grand total	12,15,588

By Order of the Board of Directors
For and on behalf of BIBA Apparels Private Limited

Siddharath Bindra
Managing Director
DIN: 01680498

Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-3**Form MGT-9****Extract Of the Annual Return****As on the financial year ended on 31st March, 2020****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****1) REGISTRATION AND OTHER DETAILS:**

1	CIN	U74110HR2002PTC083029
2	Registration Date	10 th July, 2002
3	Name of the company	BIBA Apparels Private Limited
4	Category	Company limited by shares
5	Address of the Registered Office & Contact details	12th & 13th floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram -122005, Haryana India
6	Whether listed company	No
7	Name, Address, and contact Details of the Registrar and Transfer Agent	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078

2) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

S. No.	Name and description of main products	NIC Code of the Product	% to total turnover of the company
1	Textile Garments and Clothing Accessories	14101	99.02%

3) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:

S. No.	Name and description of main products	CIN	NIC Code of the Product	% of shares held	Applicable Section
1	IMA Clothing Private Limited Category - Subsidiary Company Business Activity - Textile Garments and Clothing Accessories	U18109DL2012PTC241536	14101	50.99	2 (87)
2	Anjuman Brand Designs Private Limited	U17120DL2014PTC270595	14101	36.82	2 (6)

Category - Associate Company				
Business Activity -Textile Garments and Clothing Accessories				

4) SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of Total Equity):

a. Category -wise Share Holding:

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	Shareholding of Promoter and Promoter Group									
1.	Indian									
	Individuals/ Hindu Undivided Family	65128250	Nil	65128250	54.40	65128250	Nil	65128250	54.40	Nil
	Central Government/ State Government (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Bodies Corporate	14435000	Nil	14435000	12.06	14435000	Nil	14435000	12.06	Nil
	Bank(s)/ Financial Institution (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Any Others (Specify)- Directors and their relatives	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (A)(1)	79563250	Nil	79563250	66.45	79563250	Nil	79563250	66.45	Nil
2.	Foreign									
	a. NRI-IND/HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	b. Other Ind.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	c. Body Corp	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	d. Bank/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	e. Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	Total Shareholding of Promoter and Promoter Group (A)	79563250	Nil	79563250	66.45	79563250	Nil	79563250	66.45	Nil
(B)	Public Shareholding									
1.	Institutions									
	Mutual Funds/ UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Financial institution/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Venture Capital Funds	5586250	Nil	5586250	4.67	5586250	Nil	5586250	4.67	Nil
	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2.	Non- Institutions									
(a)	Bodies Corporate									
	Indian	537250	Nil	537250	5.12	537250	Nil	537250	5.12	Nil
	Overseas	32847750	Nil	32847750	27.43	32847750	Nil	32847750	27.43	Nil
(b)	Individuals									
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakhs.	1195000	Nil	1195000	1.00	1195000	Nil	1195000	1.00	Nil
(c)	Any other (Specify)									
	Non Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Bodies -DR	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (B)(2)	40096250	Nil	40166250	33.55	40166250	Nil	40166250	33.55	Nil
	Total Public Shareholding (B)=(B)(1)+(B)(2)	40096250	Nil	40166250	33.55	40166250	Nil	40166250	33.55	Nil
(C)	Shares held by Custodians for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Grand Total A+B+C	119659500	0	119729500	100.00	119729500	0	119729500	100.00	Nil

b. Shareholding of Promoters:

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shares during the year
		No. of Shares	% of total shares of company	% of Shares Pledged encumbered to total shares	No. of Shares	% of total shares of company	% of Shares Pledged encumbered to total shares	
1.	Siddharath Bindra	49649500	41.47	Nil	49649500	41.47	Nil	Nil
2.	Meena Bindra	11728750	9.80	Nil	11728750	9.80	Nil	Nil
3.	Shradha Bindra	3750000	3.13	Nil	3750000	3.13	Nil	Nil
4.	Dhanwan Impex (P) Ltd.	10000000	8.35	Nil	10000000	8.35	Nil	Nil
5.	Kaveri Tradex (P) Ltd.	4435000	3.71	Nil	4435000	3.71	Nil	Nil
	Total	79563250	66.45	Nil	79563250	66.45	Nil	Nil

c. Change in Promoter Shareholding

S. No.	Particulars	Shareholding at the beginning of the year	Cumulative Shareholding during the year
--------	-------------	---	---

		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year				
	Siddharath Bindra	49649500	41.49	49649500	41.49
	Meena Bindra	11728750	9.80	11728750	9.80
	Shradha Bindra	3750000	3.13	3750000	3.13
	Dhanvan Impex (P) Ltd.	10000000	8.36	10000000	8.36
	Kaveri Tradex (P) Ltd.	4435000	3.71	4435000	3.71
2	Date wise increase/decrease in promoter shareholding during the year				
	Siddharath Bindra	NIL	NIL	49649500	41.47
	Meena Bindra	NIL	NIL	11728750	9.80
	Shradha Bindra	NIL	NIL	3750000	3.13
	Dhanvan Impex (P) Ltd.	NIL	NIL	10000000	8.35
	Kaveri Tradex (P) Ltd.	NIL	NIL	4435000	3.70
3	At the end of the year				
	Siddharath Bindra	49649500	41.47	49649500	41.47
	Meena Bindra	11728750	9.80	11728750	9.80
	Shradha Bindra	3750000	3.13	3750000	3.13
	Dhanvan Impex (P) Ltd.	10000000	8.35	10000000	8.35
	Kaveri Tradex (P) Ltd.	4435000	3.70	4435000	3.70

d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR's and ADR's):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Highdell Investment Limited	32847750	27.43	32847750	27.43
2	Faering Capital India Evolving Fund	5586250	4.67	5586250	4.67
3	Saurabh Modi	1125000	0.94	1125000	0.94
4	Future Corporate Resources Private Limited (Formerly known as Suhani Trading & Investment Private Limited)	537250	0.45	537250	0.45
5	Priyanka Chawla	70000	0.06	70000	0.06
Total		40096250	33.51	40166250	33.55

e. Shareholding of Directors and Key Managerial Personnel:

S. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Siddharath Bindra	49649500	41.47	49649500	41.47
2	Meena Bindra	11728750	9.80	11728750	9.80
	Total	61378250	51.27	61378250	51.27

5. INDEBTEDNESS

Description	Secured Loans excluding deposits (in lakhs)	Unsecured Loans	Deposits	Total Indebtedness (in lakhs)
Indebtedness at the beginning of the financial year				
i) Principal Amount	10,345	NIL	NIL	10,345
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not Paid	26.75	NIL	NIL	26.75
Total	10372	NIL	NIL	10372
Change in Indebtedness during the financial year				
- Addition	3585.46	458.54	NIL	4044
- Reduction	NIL	NIL	NIL	NIL
Net Change	3585.46	458.54	NIL	4044
Indebtedness at the end of the financial year				
i) Principal Amount	13,957.46	458.54	NIL	14416
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total	13,957.46	458.54	NIL	14416

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
1	Gross Salary	Siddharath Bindra (MD)	

	Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 (including perquisites)	2,63,74,000	2,63,74,000
	Profits in lieu of salary under section 17 (3) Income-Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - Others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
6	Total (A)	2,63,74,000	2,63,74,000
Ceiling as per the Act			Not Applicable

b. Remuneration to others Directors:

S. No	Particulars of Remuneration	Name of the Director	Total Amount (Rs.)
1	Independent Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission.	-	-
	Others, please specify	-	-
2	Total(1)	-	-
3	Other Executive Directors/ Non-Executive Directors	Meena Bindra (Director)	
	Fee for attending board committee meetings	Nil	Nil
	Commission	Nil	Nil
	Others, please specify (Gross Salary)	62,43,000	62,43,000
4	Total (2)	62,43,000	62,43,000
5	Total (B)=(1+2)	62,43,000	62,43,000
Total Managerial Remuneration			62,43,000
Overall Ceiling as per the Act			Not Applicable

c. Remuneration to Key Managerial Personnel Other than MD / Manager / WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Sachin Agarwal(Company Secretary)	Sandeep Dattaram Deshpande (CFO)	Total
1	Gross Salary	NA	13,66,378	14,17,638	27,84,016
	Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 (including perquisites)	NA	13,66,378	14,17,638	27,84,016
	Profits in lieu of salary under section 17 (3) Income- taxAct,1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA

3	Sweat Equity	NA	NA	NA	NA
4	Commission - as % of profit - Others, specify...	NA	NA	NA	NA
5	Others, please specify	NA	NA	NA	NA
	Total(A)	NA	13,66,378	14,17,638	27,84,016

7. Penalties / Punishment/ Compounding of Offences:

Type	Sections of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority RD/NCLT/Court	Appeal made, if any
COMPANY					
Penalty					
Punishment					
Compounding					
DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

By Order of the Board of Directors
For and on behalf of **BIBA Apparels Private Limited**



Siddharath Bindra
Managing Director
DIN: 01680498



Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-4**Form No. AOC-2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts/arrangements/transactions	
c.	Duration of the contracts / arrangements/transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	
e.	Justification for entering into such contracts or arrangements or transactions	
f.	date(s) of approval by the Board	
g.	Amount paid as advances, if any:	
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

* There were No Related Party transactions (not at Arm's length basis) which are required to be reported u/s 188 of the Companies Act, 2013.

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

a.	Name(s) of the related party and nature of relationship	Shradha Bindra (Relative of Siddharath Bindra and Meena Bindra)
b.	Nature of contracts/ arrangements/ transactions	Availing of service (remuneration)
c.	Duration of the contracts/ arrangements/ Transactions	Ongoing
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Upto Rs. 45,00,000/-
e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Nil

II.

a.	Name(s) of the related party and nature of Relationship	Anjuman Brand Designs Private Limited (Associate Company)
b.	Nature of contracts/ arrangements/ transactions	License and Design Agreement
c.	Duration of the contracts / arrangements/ Transactions	Ongoing
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Anjuman shall be paid Cost of Samples Plus 5% of net realised value of total sale in the season Or Rs. 40 Lakhs The amount shall be payable when the sales of BIBA by Anju Modi reaches Rs. 8,00,00000/-.
e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Nil

III.

a.	Name(s) of the related party and nature of Relationship	Mr. Siddharath Bindra (Managing Director)
b.	Nature of contracts/ arrangements/ transactions	Loan Agreement
c.	Duration of the contracts / arrangements/ Transactions	Ongoing
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Not exceeding Rs. 5,00,00,000/-at any point of time during FY 2019-20
e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Nil

IV.

a.	Name(s) of the related party and nature of Relationship	Mrs. Meena Bindra (Director)
b.	Nature of contracts/ arrangements/ transactions	Loan Agreement
c.	Duration of the contracts / arrangements/ Transactions	Ongoing
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Not exceeding Rs. 10,00,00,000/-at any point of time during FY 2019-20

e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Nil

V.

a.	Name(s) of the related party and nature of Relationship	Meena Agritech Private Limited (Common Directors)
b.	Nature of contracts/ arrangements/ transactions	Lease Agreement
c.	Duration of the contracts / arrangements/ transactions	Leasing of property
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Rs. 4,00,000/- per month (Continued upto 30.11.2019)
e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Nil

By Order of the Board of Directors
For and on behalf of **BIBA Apparels Private Limited**

Siddharath Bindra
Managing Director
DIN: 01680498

Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-5

ANNUAL REPORT ON CSR ACTIVITIES

The Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. CSR policy functions as a self-regulatory mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards and national or international norms.

CSR aims to embrace responsibility for corporate actions and to encourage a positive impact on the environment and stakeholders including consumers, employees, investors, communities and others.

The CSR policy institutes a transparent monitoring mechanism for implementation of the CSR activities with the constitution of the CSR Committee of the Company.

The CSR Committee confirms that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

1. CSR Committee

S. No.	Name of the Member	Category
1	Meena Bindra	Chairperson
2	Siddharath Bindra	Managing Director
3	Sameer Mohan Shroff	Nominee Director

2. Average net profit of the company for last three financial years: Rs. 48.24 Crores

3. Prescribed CSR Expenditure (2% of the average Net Profit): Rs. 96 Lakhs

4. Details of CSR spend for the financial year:

- Total amount spent for the financial year : Rs. 25.87 Lakhs
- Amount unspent, if any : Rs. 70.61 Lakhs
- Amount unspent, FY 2019-2020 (including shortfall of FY 2018): Rs. 71.81 Lakhs

5. Manner in which the amount spent during the financial year is detailed below

Sl. No.	Project or activity identified	Project is Covered	Projects or programs 1. Local area or other	Amount outlay (Budget) project or	Amount spent on the project or programme (Rs.)	Cumulative expenditure up to the reporting period (Rs.)	Amount spent: Direct or through implemen
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			2. Specific the state and district where projects or programs was undertaken	programme wise (Rs.)			ting agency* (Rs.)
1.	Amrita Public School	Education /School Fee	New Delhi	31,530	31,530	31530	Direct
2.	Anurag Kumar – on behalf of (Modern Public School)	Education /School Fee	New Delhi	49,390	49,390	49,390	Direct
3.	Aditi Kumari – on behalf of (Modern Public School)	Education /School Fee	New Delhi	51,790	51,790	51,790	Direct
4.	Arjun behalf of Sarada Patel Vidya Niketan,	Education /School Fee	New Delhi	40,615	40,615	40,615	Direct
5.	Prince Public School	Education /School Fee	New Delhi	73,230	73,230	73,230	Direct
6.	Gurugram Public School	Education /School Fee	Gurugram, Haryana	74,170	74,170	74,170	Direct
7.	Rekha Devi	Education /School Fee		8,300	8,300	8,300	Direct
8.	Delhi Public School	Education /School Fee	Haryana	17,100	17,100	17,100	Direct
9.	Rakesh Ranjan	Education /School Fee	New Delhi	86,500	86,500	86,500	Direct
10.	Asian Public School	Education /School Fee	Gurugram, Haryana	1,45,758	1,45,758	1,45,758	Direct
11.	Sahoday Sr. Sec. School	Education /School Fee	Faridabad	94,950	94,950	94,950	Direct
12.	Yuvraj Singh behalf of Rabindranath World School	Education /School Fee	Gurugram, Haryana	2,03,916	2,03,916	2,03,916	Direct

13.	Khushii Kinship For Humanitarian Social And Holist	Education /School Fee	New Delhi	2,40,000	2,40,000	2,40,000	Direct
14.	Singhania University – Faculty Of Medical Science	Education /School Fee	Haryana	1,50,000	1,50,000	1,50,000	Direct
15.	Smart Education Academy	Education /School Fee	New Delhi	1,00,000	1,00,000	1,00,000	Direct
16.	Jairam Singh	Education /School Fee	New Delhi	2,18,000	2,18,000	2,18,000	Direct
17.	Manish Mayankk	Education /School Fee	New Delhi	24,100	24,100	24,100	Direct
18.	Pia Krishen	Education /School Fee	New Delhi	18,750	18,750	18,750	Direct
19.	Bhavna Bhatt	Education /School Fee	New Delhi	255,000	255,000	255,000	Direct
20.	Lingaya's Vidyapeeth	Education	New Delhi	78,250	78,250	78,250	Direct
21.	Health Energy And Rehabilitation Trust	Donation	Kolkata, West Bengal	1,35,000	1,35,000	1,35,000	Direct
22.	L.S. Upadhyay	Education /School Fee	New Delhi	93,000	93,000	93,000	Direct
23.	Mithun Kumar V S	Education /School Fee	New Delhi	27,500	27,500	27,500	Direct
24.	Deep Public School	Education /School Fee	New Delhi	1,04,820	1,04,820	1,04,820	Direct
25.	Payal Sanjay Lal	Education /School Fee	New Delhi	1,38,000	1,38,000	1,38,000	Direct
26.	Sant Nagpal Public School	Education /School Fee	New Delhi	28,900	28,900	28,900	Direct
27.	Kunal Chauhan	Education /School Fee	New Delhi	30,000	30,000	30,000	Direct
28.	CSR Expenses	Education /School Fee	New Delhi	11,734	11,734	11,734	Direct

29.	S.J.S Educational Society	Education /School Fee	New Delhi	48,000	48,000	48,000	Direct
30.	Ragini Ahuja	Education /School Fee	New Delhi	9,500	9,500	9,500	Direct
	Total			25,87,803	25,87,803	25,87,803	

By Order of the Board of Directors
For and on behalf of **BIBA Apparels Private Limited**

Siddharath Bindra
Managing Director
DIN: 01680498

Meena Bindra
Director
DIN: 01627149

Date: 29.09.2020
Place: Gurugram

ANNEXURE-6

Disclosure of particulars with respect to conservation of energy, technology absorption
(Rule 8 of Companies (Accounts) Rules, 2014)

(A) Conservation of Energy

Particulars	Power
a. Steps taken or impact on conservation of energy	NIL
b. Steps taken by the company for utilizing alternate sources of energy	NIL
c. Capital investment on energy conservation equipment's	NIL

(B) Technology absorption

- (i) The efforts made towards technology absorption : Nil
- (ii) The benefits derived like product improvement,
Cost reduction, product development or import substitution : Nil
- (iii) In case of imported technology
(Imported during the last three years reckoned from the
Beginning of the financial year):-
- (a) The details of technology imported : Nil
- (b) The year of import : Nil
- (c) Whether the technology been fully absorbed : Nil
- (d) If not fully absorbed, areas where absorption
Has not taken place and the reasons thereof; and : Nil
- (iv) The expenditure incurred on Research and Development : Nil

(C) Total Foreign Exchange earnings and outgo

(Rs. in Lakhs)

Particulars	2019-20	2018-19
Used	354.01	187.10
Earned	1537.55	749.10

By Order of the Board of Directors
For and on behalf of **BIBA Apparels Private Limited**



Siddharath Bindra
Managing Director
DIN: 01680498



Meena Bindra
Director
DIN: 01627149

Date: 29.09. 2020
Place: Gurugram

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram - 122 002
India

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Independent Auditor's Report

To the Members of BIBA Apparels Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of BIBA Apparels Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2020, 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 the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter– Uncertainties and the impact of COVID 19 on financial statements

4. We draw attention to note 57 of the accompanying standalone financial statements, which describes the effects of uncertainties relating to COVID-19 pandemic outbreak on the Company's operations and management's evaluation of its impact on the accompanying standalone financial statements of the Company as at the balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020 (contd.)

Information other than the Financial Statements and Auditor's Report thereon

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

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

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

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

- The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities 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 Standards on Auditing 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 Standards on Auditing, 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 material misstatement resulting from fraud is higher than for one resulting from error, as fraud may



Independent Auditor's Report to the members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020 (contd.)

involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - 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.
11. 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.

Report on Other Legal and Regulatory Requirements

12. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
13. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.
14. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of section 164(2) of the Act;



Walker Chandlok & Co LLP

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020 (contd.)

- f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 29 September 2020 as per Annexure II expressed unmodified opinion; and
- g) 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, as detailed in note 49 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2020;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2020;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandlok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Neeraj Goel
Partner
Membership No.: 099514
UDIN: 20099514AAAAEX1528



Place: Gurugram
Date: 29 September 2020

Walker Chandniok & Co LLP

Annexure I to the Independent Auditor's Report of even date to the Members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020
Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE').
- (b) The PPE have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the PPE is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not hold any immovable property (in the nature of 'PPE'). Accordingly, the provisions of clause 3(i) (c) of the Order are not applicable.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For inventory lying with third parties at the year-end, written confirmations have been obtained by the management. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has granted interest free unsecured loans to one Company covered in the register maintained under Section 189 of the Act; and with respect to the same:
- (a) In our opinion the terms and conditions of loans granted by the company to the party are prejudicial to the company's interest on account of the fact that no schedule of repayment of the principal and the payment of the interest has not been stipulated and the loans have been granted interest free which is significantly lower than the cost of funds to the company and also lower than the prevailing yield of government security close to the tenor of the loan;
- (b) the schedule of repayment of the principal and the payment of the interest has not been stipulated and hence we are unable to comment as to whether repayments/receipts of the principal amount and the interest are regular;
- (c) in the absence of stipulated schedule of repayment of principal and payment of interest, we are unable to comment as to whether there is any amount which is overdue for more than 90 days and whether reasonable steps have been taken by the Company for recovery of the principal amount and interest.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 of the Act in respect of loans. Further, in our opinion, the Company has not complied with the provisions of Section 186 of the Act in respect of loan. The details of the non-compliance is given below:

S. No.	Particulars	Name of Company	Amount involved (₹ in lakhs)	Balance as on 31 March 2020 (₹ in lakhs)	Remarks
1	Loan given at rate of interest lower than prescribed	IMA Clothing Private Limited	577.89	577.89	During the current year, the Company has recorded provision for doubtful recovery on the outstanding loan amount including interest accrued.



Walker Chandiook & Co LLP

Annexure I to the Independent Auditor's Report of even date to the Members of BIBA Apparels Private Limited on the standalone Financial Statements for the year ended 31 March 2020 (cont'd)

Further, in our opinion, the Company has not entered into any transaction covered under Section 186 of the Act in respect of guarantees and security.

- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited to the appropriate authorities and there have been significant delays in a large number of cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Default u/s 201(1)	11.76	3.58	AY 2011-12	Commissioner of Income-tax (appeals)
Income-tax Act, 1961	Default u/s 201(1)	14.30	Nil	AY 2012-13	Commissioner of Income-tax (appeals)
West Bengal Value Added Tax Act, 2003	Value added tax	101.03	Nil	FY 2008-09	Commissioner appeals
West Bengal Value added Tax Act, 2003	Value added tax	8.64	Nil	FY 2009-10	Commissioner appeals
The Bihar Value Added Tax Act, 2005	Value added tax	12.46	6.47	FY 2016-17	Joint commissioner
Delhi Value Added Tax Act, 2004	Value added tax	8.20	Nil	FY 2014-15	Additional commissioner, Objection Hearing Authority, Delhi
The Uttar Pradesh value added tax act, 2008	Value added tax	17.05	17.05	FY 2010-17	Additional commissioner of commercial taxes

- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution during the year. The Company did not have any loan or borrowings payable to the government and further, did not have any outstanding debentures during the year.

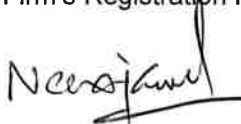


Walker Chandiok & Co LLP

Annexure I to the Independent Auditor's Report of even date to the Members of BIBA Apparels Private Limited on the standalone Financial Statements for the year ended 31 March 2020 (cont'd)

- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) The provisions of Section 197 of the Act read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under Section 2(71) of the Act. Accordingly, provisions of clause 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable Ind AS. Further, in our opinion, the Company is not required to constitute audit committee under Section 177 of the Act.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Neeraj Goel
Partner
Membership No.: 099514
UDIN: 20099514AAAEX1528



Place: Gurugram
Date: 29 September 2020

Walker ChandioK & Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020

Annexure II

Independent Auditor's Report on the Internal financial controls with reference to the standalone financial statements under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of BIBA Apparels Private Limited ('the Company') as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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



Walker Chandiook & Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of BIBA Apparels Private Limited on the standalone financial statements for the year ended 31 March 2020 (cont'd)

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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Neeraj Goel
Partner
Membership No.: 099514
UDIN: 20099514AAAAEX1528



Place: Gurugram
Date: 29 September 2020

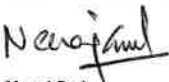
BIBA APPARELS PRIVATE LIMITED
Standalone balance sheet as at 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Notes	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	4	6,057.11	5,222.28
Right-of-use assets		33,541.96	-
Other intangible assets	5	451.55	442.58
Financial assets			
(i) Investments	6	938.76	1,038.76
(ii) Loans	7	644.07	796.73
(iii) Other financial assets	8	14.77	9.63
Income tax asset (net)	9	824.97	1,820.51
Deferred tax assets (net)	10	1,934.15	710.81
Other non-current assets	11	269.62	500.20
Total non-current assets		44,676.96	10,541.50
Current assets			
Inventories	12	37,804.38	28,057.74
Financial assets			
(i) Trade receivables	13	3,317.49	3,289.25
(ii) Cash and bank balances	14	221.99	677.20
(iii) Bank balances other than (ii) above	15	12.59	15.02
(iv) Loans	16	3,795.78	4,405.28
(v) Other financial assets	17	19.34	168.37
Other current assets	18	3,471.55	2,845.37
Total current assets		48,643.12	39,458.23
Total assets		93,320.08	49,999.73
Equity and liabilities			
Equity			
Equity share capital	19	11,972.95	11,972.95
Other equity	20	16,609.93	20,008.41
Total equity		28,582.88	31,981.36
Non-current liabilities			
Financial liabilities			
(i) Borrowings	21	-	19.33
(ii) Lease liabilities		33,880.17	-
Provisions	22	219.61	130.98
Other non-current liabilities	23	-	125.04
Total non-current liabilities		34,099.78	275.35
Current liabilities			
Financial liabilities			
(i) Borrowings	24	14,390.89	9,598.16
(ii) Trade payables	25		
(a) Total outstanding dues of micro enterprises and small enterprises; and		867.04	565.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		6,248.64	3,357.38
(iii) Lease liabilities		5,303.80	-
(iv) Other financial liabilities	26	3,081.47	3,630.87
Other current liabilities	27	642.02	496.00
Provisions	28	103.56	95.42
Total current liabilities		30,637.42	17,743.02
Total equity and liabilities		93,320.08	49,999.73

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone balance sheet referred to in our report of even date.

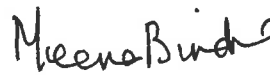
For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013


Neeraj Goel
Partner
Membership No. 099514



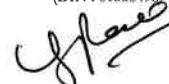
Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of Directors of
BIBA Apparels Private Limited


Meena Bindra
Director
(DIN : 01627149)


Siddharath Bindra
Managing Director
(DIN : 01680498)


Sachin Agrawal
Company Secretary
(Membership No. - A-17348)


Sandeep Deshpande
Chief Financial Officer



BIBA APPARELS PRIVATE LIMITED
Standalone statement of profit and loss for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Note	Year ended	
		31 March 2020	31 March 2019
Income			
Revenue from operations	29	75,720.92	72,940.43
Other income	30	745.41	460.30
Total income		76,466.33	73,400.73
Expenses			
Cost of materials consumed	31	22,190.97	15,995.13
Purchase of stock-in-trade		203.38	57.26
Job work charges	32	12,139.05	9,162.93
Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	(9,686.66)	(383.49)
Employee benefits expense	34	11,143.33	9,334.30
Finance costs	35	4,681.00	915.12
Depreciation and amortisation expenses	36	8,088.14	2,197.44
Other expenses	37	25,819.03	32,255.79
Total expenses		74,578.24	69,534.48
Profit before tax and exceptional items		1,888.09	3,866.25
Exceptional items	38	1,105.20	-
Profit before tax		782.89	3,866.25
Tax expense	39		
Current tax		575.28	1,288.18
Deferred tax		(47.83)	(131.41)
Profit for the year		255.44	2,709.48
Other comprehensive income :			
<i>Items that will not be reclassified to profit and loss</i>			
Re-measurement losses on defined benefit obligations		(41.77)	(23.22)
Income tax effect		10.51	8.11
Other comprehensive income for the year, net of tax		(31.26)	(15.11)
Total comprehensive income for the year		224.18	2,694.37
Earnings per equity share (face value of ₹ 10 per share)	40		
Basic earnings per share (in ₹)		0.21	2.26
Diluted earnings per share (in ₹)		0.21	2.26

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone statement of profit and loss referred to in our report of even date.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013


Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of directors of
BIBA Apparels Private Limited


Meena Bindra
Director
(DIN : 01627149)


Siddharath Bindra
Managing Director
(DIN : 01680498)


Sachin Agrawal
Company Secretary
(Membership No. - A-17348)


Sandeep Deshpande
Chief Financial Officer





BIBA APPARELS PRIVATE LIMITED

Standalone cash flow statement for the year ended 31 March 2020

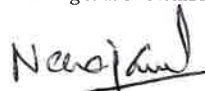
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A) Cash flow from operating activities :		
Net profit before tax	1,888.09	3,866.25
Adjustments for :		
Depreciation and amortisation	8,088.14	2,197.44
(Gain)/loss on disposal of fixed assets	(10.30)	8.49
Interest income	(112.46)	(236.26)
Gain on termination of right-of-use assets	(251.64)	-
Unrealised foreign exchange gain	(3.99)	(0.88)
Interest expenses	4,498.02	780.35
Provision for doubtful debts	46.95	-
Operating profit before working capital changes	14,142.81	6,615.39
Adjustments for movement in:		
(Increase) in inventory	(9,746.63)	(186.40)
(Increase)/decrease in trade receivables	(75.20)	146.85
Decrease/(increase) in loans, financial assets and other current assets	466.83	(1,401.79)
Increase in trade payables	3,193.12	143.49
Increase in other liabilities and provisions	268.84	1,171.39
Cash generated from operating activities	8,249.77	6,488.93
Income-taxes paid	(744.73)	(2,014.19)
Net cash generated from operating activities	7,505.04	4,474.74
B) Cash flow from investing activities :		
Purchase of property, plant and equipment and intangibles	(3,056.88)	(3,010.94)
Proceeds from sale of property, plant and equipment	42.12	24.26
(Investments)/redemption of fixed deposits	(2.72)	38.26
Interest received	112.46	13.14
Net cash used in investing activities	(2,905.02)	(2,935.29)
C) Cash flow from financing activities :		
Repayment of long term borrowings	(677.78)	(809.54)
Proceeds from short term borrowings (net)	4,792.73	1,009.41
Interest paid	(1,190.42)	(775.58)
Payment of lease liabilities	(7,820.99)	-
Dividend paid (including dividend tax)	(158.77)	(851.60)
Net cash used in financing activities	(5,055.23)	(1,427.31)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(455.21)	112.14
Cash and cash equivalents as at the beginning of the year	677.20	565.06
Cash and cash equivalents as at the end of the year	221.99	677.20
Components of cash and cash equivalents:		
Balance with banks		
- with scheduled banks in current accounts	169.54	116.99
- with scheduled banks in cash credit account	27.42	419.04
Cash on hand	25.03	141.17
Total cash and cash equivalents	221.99	677.20

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone cash flow statement referred to in our report of even date.


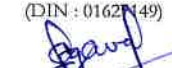
For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013


Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of directors of
BIBA Apparels Private Limited


Meena Bindra
Director
(DIN : 01627449)

Sachin Agrawal
Company Secretary
(Membership No. - A-17348)


Siddharath Bindra
Managing Director
(DIN : 01680498)

Sandeep Deshpande
Chief Financial Officer



BIBA APPARELS PRIVATE LIMITED

Standalone statement of changes in equity for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

A Equity share capital

Particulars	Balance as at 01 April 2018	Change in equity share capital during the year	Balance as at 31 March 2019	Change in equity share capital during the year	Balance as at 31 March 2020
Equity share capital	11,965.95	7.00	11,972.95	-	11,972.95

B Other equity

Particulars	Securities premium	Share application money pending allotment	Reserve and surplus	Total
			Retained earnings	
Balance as at 01 April 2018	-	99.75	18,072.89	18,172.64
Profit for the year	-	-	2,709.48	2,709.48
Other comprehensive income for the year (net of income tax)	-	-	(15.11)	(15.11)
Total comprehensive income for the year	-	99.75	20,767.26	20,867.01
Transactions with owners in their capacity as owners:				
Share issued during the year	92.75	(99.75)	-	(7.00)
Dividend (including dividend distribution tax)	-	-	(851.60)	(851.60)
Balance as at 31 March 2019	92.75	-	19,915.66	20,008.41
Ind-AS 116 transition adjustments (net of adjustment of deferred tax)	-	-	(3,463.89)	(3,463.89)
Profit for the year	-	-	255.44	255.44
Other comprehensive income for the year (net of income tax)	-	-	(31.26)	(31.26)
Total comprehensive income for the year	92.75	-	16,675.95	16,768.70
Transactions with owners in their capacity as owners:				
Dividend (including dividend distribution tax)	-	-	(158.77)	(158.77)
Balance as at 31 March 2020	92.75	-	16,517.18	16,609.93

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone statement of changes in equity referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration Number: 001076N/N500013

Neeraj Goel

Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of directors of
BIBA Apparels Private Limited

Meena Bindra

Meena Bindra
Director
(DIN : 01627149)

Sachin Agrawal
Sachin Agrawal
Company Secretary
(Membership No. - A-17348)

Siddharath Bindra

Siddharath Bindra
Managing Director
(DIN : 01680498)

Sandeep Deshpande
Sandeep Deshpande
Chief Financial Officer



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

4 Property, plant and equipment

Particulars	Office equipments	Computers	Furniture and fixtures	Leasehold improvements	Vehicles	Plant and machinery	Total
Gross carrying amount							
As at 01 April 2018	1,271.62	366.45	3,763.05	3,368.90	252.95	421.02	9,424.02
Additions	466.60	103.93	878.89	1,356.54	0.73	46.51	2,853.20
Disposals	210.00	148.42	76.52	49.63	44.41	45.70	574.65
At 31 March 2019	1,528.22	321.96	4,565.42	4,675.81	189.30	421.83	11,702.54
Additions	343.63	80.03	1,106.70	1,295.97	57.55	30.11	2,914.00
Disposals	45.26	1.52	102.54	59.89	-	3.83	213.04
At 31 March 2020	1,826.59	400.47	5,569.58	5,911.89	246.86	448.11	14,403.50
Accumulated depreciation							
As at 01 April 2018	765.36	254.32	1,513.36	2,140.55	116.17	131.72	4,921.45
Depreciation charge for the year	323.19	84.41	699.70	900.59	35.56	57.47	2,100.72
Disposals	206.98	148.32	63.50	49.63	40.51	53.00	541.94
At 31 March 2019	881.57	190.41	2,149.56	2,991.31	111.22	156.19	6,480.26
Depreciation charge for the year	351.33	106.21	787.13	687.63	37.89	53.60	2,023.79
Disposals	41.49	1.25	76.28	37.66	-	1.55	157.66
At 31 March 2020	1,191.41	295.37	2,860.41	3,641.88	149.11	208.21	8,346.39
Net carrying amount							
At 31 March 2020	635.18	105.10	2,709.17	2,270.01	97.75	239.90	6,057.11
At 31 March 2019	646.65	131.55	2,415.86	1,684.50	78.08	265.64	5,222.28

(i) Contractual obligations

Refer note 50 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Property, plant and equipment have been pledged as security for liabilities, for details refer note 45.



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

5 Intangible assets

Particulars	Biba brand	Software	Non compete fee	Total
Gross carrying amount				
As at 01 April 2018	45.25	369.59	11.11	425.95
Additions	299.83	60.82	-	360.65
At 31 March 2019	345.08	430.41	11.11	786.60
Additions	93.44	13.56	-	107.00
At 31 March 2020	438.52	443.97	11.11	893.60
Accumulated amortisation				
As at 01 April 2018	12.21	223.99	11.11	247.31
Amortisation charge for the year	28.58	68.13	-	96.71
At 31 March 2019	40.79	292.12	11.11	344.02
Amortisation charge for the year	40.23	57.80	-	98.03
At 31 March 2020	81.02	349.92	11.11	442.05
Net carrying amount				
At 31 March 2020	357.50	94.05	-	451.55
At 31 March 2019	304.29	138.29	-	442.58



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
6 Investments		
Investments carried at cost		
In equity instruments (fully paid)		
In subsidiary (unquoted)*		
- IMA Clothing Private Limited 1,700,000 (previous year: 1,700,000) class B equity shares of ₹ 10 each	170.00	170.00
- IMA Clothing Private Limited 10,408 (previous year: 10,408) class A equity shares of ₹ 10 each	20.00	20.00
In associate (unquoted)*		
- Anjuman Brand Designs Private Limited 854,926 (previous year: 854,926) equity shares of ₹ 10 each	615.06	615.06
In preference shares (fully paid up)		
In subsidiary (unquoted)		
- IMA Clothing Private Limited 800,000 (previous year: 800,000) preference shares of ₹ 10 each	80.00	80.00
Tax free bonds (quoted)		
In Government entities		
- Housing and Urban Development Corporation Limited 4,517 (previous year: 4,517) tax free bonds of ₹ 1,000 each	46.14	46.14
- National Bank for Agriculture and Rural Development 10,020 (previous year: 10,020) tax free bonds of ₹ 1,000 each	107.56	107.56
Less: provision for impairment	(100.00)	-
	938.76	1,038.76
Aggregate amount of unquoted investments	885.06	885.06
Aggregate amount of impairment in value of unquoted investment	(100.00)	-
Aggregate amount of quoted investments	153.70	153.70
Market value of quoted investments	167.25	166.79

* Investments in equity instrument of subsidiary and associates are stated at cost using the exemption provided as per Ind AS 27 'Separate Financial Statements'.

7 Loans

(considered good-unsecured)

Security deposits	644.07	296.43
Loan to a related party	-	500.30
Loan to a related party - credit impaired*	500.30	-
Less: loss allowance	(500.30)	-
	644.07	796.73

*Loan has been given to IMA clothing Private Limited for business purposes.

8 Other non-current financial assets

Fixed deposits with banks with maturity period of more than 12 months (pledged with government authorities amounting to ₹ 7.50 lakhs (previous year: ₹ 7.50 lakhs))	14.77	9.63
	14.77	9.63

9 Income tax asset (net)

Advance income tax {(net of provision for income tax of ₹ 11,645.17 lakhs) (previous year: ₹ 11,069.89 lakhs)}	824.97	1,820.51
	824.97	1,820.51

10 Deferred tax assets (net)

Deferred tax assets on account of:

Difference between accounting base and tax base of property, plant and equipment	332.02	527.55
Employee benefits and other payable	81.33	79.11
Deferred lease rent	-	99.81
Financial assets at amortised cost	23.11	3.52
Impact of IND AS 116	1,472.09	-
Fair valuation of investment	1.24	1.15
Derivative instrument	-	(0.33)
Amount disallowed under 40a(a)	12.54	-
Provision for doubtful debts	11.82	-
	1,934.15	710.81

Movement in deferred tax assets during year ended 31 March 2020

Particulars	As at 31 March 2019	Recognised in other comprehensive income	Recognised in profit and loss	Recognised directly in equity	As at 31 March 2020
Deferred tax assets					
Property, plant and equipment	527.55	-	(195.53)	-	332.02
Financial assets at amortised cost	3.52	-	19.59	-	23.11
Fair valuation of investment	1.15	-	0.09	-	1.24
Amount disallowed under 40a(a)	-	-	12.54	-	12.54
Provision for doubtful debts	-	-	11.82	-	11.82
Provision for employee benefits	79.11	10.51	(8.29)	-	81.33
Deferred lease rent	99.81	-	(99.81)	-	-
Impact of IND AS 116	-	-	307.09	1,165.00	1,472.09
Borrowing	(0.33)	-	0.33	-	-
Total	710.81	10.51	47.83	1,165.00	1,934.15



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Movement in deferred tax assets during year ended 31 March 2019

Particulars	As at 31 March 2018	Recognised in other comprehensive income	Recognised in profit and loss	Recognised directly in equity	As at 31 March 2019
Deferred tax assets					
Property, plant and equipment	427.94	-	99.61	-	527.55
Financial assets at amortised cost	4.79	-	(1.27)	-	3.52
Fair valuation of investment	1.15	-	-	-	1.15
Provision for employee benefits	62.64	8.11	8.36	-	79.11
Deferred lease rent	73.06	-	26.75	-	99.81
Borrowing	1.71	-	(2.04)	-	(0.33)
Total	571.29	8.11	131.41	-	710.81

Particulars	As at 31 March 2020	As at 31 March 2019
11 Other non-current asset		
Capital advances	252.42	433.02
Balances with government authorities	17.20	16.24
Prepaid expenses	-	50.94
	<u>269.62</u>	<u>500.20</u>
12 Inventories**		
Raw material	721.35	661.37
Work-in-progress**	5,260.64	3,505.82
Finished goods (including stock-in-trade of ₹ 108.96 lakhs (previous year: ₹ 82.56 lakhs))	30,970.46	23,270.61
Stock-in-transit	851.93	619.94
	<u>37,804.38</u>	<u>28,057.74</u>

*Inventories have been pledged as security for borrowings, for details refer note 45.

** Represents with the vendors sent for job work ₹ 5,260.64 lakhs (previous year: ₹ 3,505.82 lakhs)

^The Company has recorded few class of finished goods at the net realisable value (NRV), as their realisable value is lower than the cost of production. The total NRV adjustments made in the value of such goods is ₹ 93.71 lakhs (previous year: nil). This was recognised as an expense during the year and included in 'changes in inventories of finished goods' in the statement of profit and loss.

13 Trade receivables		
Trade receivables considered good-unsecured	3,317.49	3,289.25
Trade receivables - credit impaired	55.02	8.07
	<u>3,372.51</u>	<u>3,297.32</u>
Less: loss allowance	55.02	8.07
	<u>3,317.49</u>	<u>3,289.25</u>

(i) Trade receivables have been pledged as security for borrowings, for details refer note 45.

(ii) Refer note 43 - Financial risk management for assessment of expected credit loss.

(iii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

14 Cash and cash equivalents		
Balance with banks		116.99
- with scheduled banks in current accounts	169.54	419.04
- with scheduled banks in cash credit account	27.42	141.17
Cash on hand	25.03	677.20
	<u>221.99</u>	<u>677.20</u>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.

15 Bank balances other than cash and cash equivalents (unsecured, considered good)		
Deposits with maturity of more than 3 months but less than 12 months	11.35	15.02
(pledged with government authorities amounting to ₹ 11.35 lakhs (previous year: ₹ 15.02 lakhs))	-	-
Unpaid dividend account	1.24	-
	<u>12.59</u>	<u>15.02</u>

The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

16 Loans		
(unsecured-considered good)		
Security deposits	3,795.78	3,912.53
Loan to a related party*	-	65.44
Loan to others	-	427.31
Loan to a related party-credit impaired*	77.59	-
Less: loss allowance	(77.59)	-
	<u>3,795.78</u>	<u>4,405.28</u>

*Loan has been given to IMA clothing Private Limited for business purposes.

17 Other current financial assets		
(Considered good - unsecured)		
Credit card receivable	-	94.85
Derivative asset	-	43.62
Staff advances	19.34	29.90
	<u>19.34</u>	<u>168.37</u>

The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

18 Other current assets		
Advances to suppliers	470.15	813.11
Prepaid expenses	77.91	167.90
Balances with government authorities	1,386.11	534.91
Other advances	1,537.38	1,329.45
	<u>3,471.55</u>	<u>2,845.37</u>



BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
21 Non-current financial liabilities-borrowings		
Term loans - Secured		
Indian rupee loans		
- from banks (refer note A and C)	19.29	746.54
- from others (refer note B)	5.85	-
Total borrowings	25.14	746.54
Less: Current maturities of long term debt (refer note 26)	25.14	727.21
	-	19.33
Note:		
A. Vehicle loan amounting to ₹ 19.29 lakhs (previous year: ₹ 37.19 lakhs) taken from HDFC Bank is secured against hypothecation of respective vehicle financed and carries interest @ 7.38%. The loan is repayable in 3 years.		
B. Vehicle loan amounting to ₹ 5.85 lakhs (previous year: ₹ nil) taken from Daimler Financial Services India Private Limited is secured against hypothecation of respective vehicle financed and is interest free. The loan is repayable in 1 year.		
C. Term loan amounting to ₹ nil (previous year: 709.35 lakhs) has been taken from Ratnakar Bank Limited. Rate of interest as per USD amount is floating rate of interest. In order to mitigate risk of floating rate of interest, Company has got hedging of interest expense from floating rate (USD 6 months LIBOR + 2.5%) to fixed rate (8.95%) per annum. The loan is repayable in 12 quarterly installments commencing from June 2017 and is secured by first pari passu charge by hypothecation on entire current assets of the Company (both present and future) and first pari passu charge by hypothecation on entire moveable fixed assets of the Company (both present and future) excluding vehicles exclusively charged to lenders and exclusive on assets financed from this loan.		
22 Non-current provisions		
Provision for gratuity (refer note 46)	219.61	130.98
	219.61	130.98
23 Other non-current liabilities		
Deferred lease rent	-	125.04
	-	125.04
24 Current financial liabilities-borrowings		
Cash credit facilities (secured)		
Indian Rupee loans repayable on demand (from banks) (refer note 1 below)	13,932.35	9,598.16
Loan from a director (unsecured) (refer note 2 below)	-458.54	-
	14,390.89	9,598.16
Note		
1. Cash credit facilities and working capital demand loans is secured by a pari passu charge by way of hypothecation on the Company's current assets, both present and future and moveable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Cash credit facilities carries interest ranging from 8.45% per annum to 9.45% per annum (previous year: 8.75% per annum to 9.65% per annum) and is repayable within a year whereas working capital demand loan carries interest ranging from 8.35% per annum to 9.05% per annum (previous year : 9.05% per annum to 9.35% per annum) and is payable within 90 days.		
2. Loan has been obtained from Mrs. Meena Bindra for business purpose and carrying interest @ 8.75% per annum (previous year: nil).		
25 Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 51)	867.04	565.19
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,248.64	3,357.38
	7,115.68	3,922.57
26 Other current financial liabilities		
Current maturities of long term debt (refer note 21)	25.14	727.21
Interest accrued on borrowings	-	26.75
Deposit from vendors	69.22	67.49
Deposit from franchise stores	-462.67	271.26
Deposit from others	8.00	8.00
Employees related payables	45.87	754.63
Creditors for capital goods	334.04	393.49
Unclaimed dividend*	1.24	-
Expenses payable	2,135.29	1,382.04
	3,081.47	3,630.87
* The same is not due for deposit to Investor Education and Protection Fund.		
27 Other current liabilities		
Statutory dues payable	329.47	302.72
Advance from customers	312.55	32.70
Deferred lease rent	-	160.58
	642.02	496.00
28 Current provisions		
Provision for gratuity (refer note 46)	103.56	95.42
	103.56	95.42

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

19 Equity share capital

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Authorised share capital				
Equity shares of ₹ 10 each (previous year: ₹ 10 each)	1,200.00	12,000.00	1,200.00	12,000.00
	1,200.00	12,000.00	1,200.00	12,000.00
Issued, subscribed and paid up share capital				
Equity shares of ₹ 10 each (previous year: ₹ 10 each)	1,197.30	11,972.95	1,197.30	11,972.95
	1,197.30	11,972.95	1,197.30	11,972.95

a) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Balance at the beginning of the year	1,197.30	11,972.95	1,196.60	11,965.95
Add: shares issued during the year	-	-	0.70	7.00
Balance at the end of the year	1,197.30	11,972.95	1,197.30	11,972.95

b) Details of shareholders holding more than 5% of the shares of the Company*

Name of the shareholder	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	% holding	Number of shares (in lakhs)	% holding
Mrs. Meena Bindra	117.29	9.80%	117.29	9.80%
Mr. Siddharath Bindra	496.50	41.47%	496.50	41.47%
Dhanvan Impex Private Limited	100.00	8.35%	100.00	8.35%
Highdell Investment Limited	328.48	27.43%	328.48	27.43%

*As per the records of the Company, including its register of shareholder/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each (previous year: ₹ 10 each). Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

d) During the year ended 31 March 2017, pursuant to the shareholders approvals under Section 63 and other applicable provisions of the Companies Act, 2013, the Company had issued bonus shares in the ratio of 24:1 (i.e. twenty four bonus equity share of ₹ 10 each for every one fully paid up equity share of ₹ 10 each) to the shareholders on record date of 3 February 2017, by capitalising securities premium account, general reserve and retained earnings by sum of ₹ 1,863.89 lakhs, ₹ 3,483.35 lakhs and ₹ 6,140.08 lakhs respectively. The Company has not issued any shares pursuant to contract without payment being received in cash, or allotted as fully paid up by way of bonus shares or bought back any shares during the period of immediately preceding five years except bonus shares issued during the year ended 31 March 2017 as mentioned above.
20 Other equity

	As at 31 March 2020	As at 31 March 2019
Surplus in the statement of profit and loss		
Balance at the beginning of the year	19,915.66	18,072.89
Add: transferred from statement of profit and loss	255.44	2,709.48
Add: other comprehensive income (net of tax)	(31.26)	(15.11)
Less: Ind-AS 116 transition adjustments (net of adjustment of deferred tax)	(3,463.89)	-
Less: dividend (including dividend distribution tax)	(158.77)	(851.60)
Balance at the end of the year	16,517.18	19,915.66
Share application money pending allotment*		
Balance at the beginning of the year	-	99.75
Less: shares issued during the year against share application money received	-	(99.75)
Balance at the end of the year	-	-
Securities premium[^]		
Balance at the beginning of the year	92.75	-
Add: shares issued during the year	-	92.75
	92.75	92.75
Total	16,609.93	20,008.41

*Share application money pending allotment represents amount raised by the Company through preferential allotment of 70,000 equity shares of face value of ₹ 10 each at a premium of ₹ 132.50 per share in 2017-18 against which allotment has been made by the Company in previous year.

[^]Securities premium is used to record the premium on issue of shares. The premium will be utilised in accordance with provisions of the Act.



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
29 Revenue from operations		
Sales		
- Export	1,537.55	749.10
- Domestic	74,154.52	72,163.98
	<u>75,692.07</u>	<u>72,913.08</u>
Other operating revenue		
- Export incentives	2.92	10.27
- Scrap sale	25.93	17.08
	<u>28.85</u>	<u>27.35</u>
	<u>75,720.92</u>	<u>72,940.43</u>
30 Other income		
Interest income:		
-on fixed deposits	9.92	2.43
-on loans	-	115.97
-on investment	10.71	10.84
-on financial asset at amortised cost	91.83	107.02
-on income tax refund	138.52	-
Foreign exchange fluctuation gain (net)	3.99	0.88
Insurance claim received	33.45	0.12
Gain on disposal of fixed assets	10.30	-
Gain on termination of right-of-use assets	251.64	-
Miscellaneous income	195.05	223.04
	<u>745.41</u>	<u>460.30</u>
31 Cost of materials consumed		
Raw materials consumed		
Opening stock	661.37	858.46
Add: purchases	22,250.95	15,798.04
	<u>22,912.32</u>	<u>16,656.50</u>
Less: closing stock	721.35	661.37
	<u>22,190.97</u>	<u>15,995.13</u>
Fabric	20,445.64	13,578.89
Accessories	1,745.33	2,416.24
Total	<u>22,190.97</u>	<u>15,995.13</u>
32 Job work charges		
Dyeing and printing charges	2,648.77	2,561.34
Stitching charges	9,490.28	6,601.59
	<u>12,139.05</u>	<u>9,162.93</u>
33 Changes in inventories of finished goods and work-in-progress		
Opening stock:		
Work-in-progress	3,505.82	3,166.05
Finished goods (including stock-in-trade and stock-in-transit)	23,890.55	23,846.83
	<u>27,396.37</u>	<u>27,012.88</u>
Closing stock:		
Work-in-progress	5,260.64	3,505.82
Finished goods (including stock-in-trade and stock-in-transit)	31,822.39	23,890.55
	<u>37,083.03</u>	<u>27,396.37</u>
	<u>(9,686.66)</u>	<u>(383.49)</u>
Details of finished goods and work-in-progress		
Finished goods (including stock-in-trade and stock-in-transit)		
Apparels	31,822.39	23,890.55
	<u>31,822.39</u>	<u>23,890.55</u>
Work-in-progress		
Apparels	5,260.64	3,505.82
	<u>5,260.64</u>	<u>3,505.82</u>
34 Employee benefits expense		
Salaries and wages	10,074.84	8,566.38
Contribution to provident and other funds (refer note 46)	608.32	457.53
Staff welfare expenses	460.17	310.39
	<u>11,143.33</u>	<u>9,334.30</u>
35 Finance cost		
Interest expenses on:		
-term loans and cash credit	1,463.67	780.35
-Others	7.88	-
Bank charges and commission	182.98	134.77
Interest on lease liabilities	3,326.47	-
	<u>4,681.00</u>	<u>915.12</u>



BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
36 Depreciation and amortisation expenses		
Depreciation on property, plant and equipment	2,023.79	2,099.53
Amortisation of right-of-use asset	5,966.32	-
Amortisation of intangible assets	98.03	97.91
	8,088.14	2,197.44
37 Other expenses		
Franchise/sales commission	14,810.99	15,138.79
Advertisement	2,948.43	2,946.35
Rent and mall maintenance	1,618.52	8,154.46
Electricity expenses	1,151.89	1,067.79
Rates and taxes	223.81	164.58
Repairs and maintenance - Others	752.56	610.29
Insurance	50.54	24.93
Legal and professional	718.16	547.65
Payment to auditors (refer note A below)	35.09	32.21
Communication	95.49	92.45
Travelling and conveyance	467.76	396.59
Membership and subscription	40.13	46.51
Printing and stationery	93.33	63.31
Loss on disposal of fixed assets	-	8.49
Corporate social responsibility expenses (refer note 52)	25.88	146.30
Merchant commission	271.94	197.68
Store expenses	204.06	218.04
Security expenses	55.14	64.94
Outsource salary	877.71	845.39
Business promotion	74.37	296.27
Packing materials	194.90	184.65
Freight, octroi, forwarding charges and entry tax	1,048.06	979.20
Bad debts written off	46.95	-
Miscellaneous expenses	13.32	28.92
	25,819.03	32,255.79
A) Payments to the auditor:		
(i) As auditor	32.50	31.00
(ii) For reimbursement of expenses	2.59	1.21
	35.09	32.21
38 Exceptional items		
Provision for diminution in value of non-current investment	100.00	-
Provision for doubtful advances given to subsidiary company	577.89	-
Advances and other receivables written off	427.31	-
	1,105.20	-
39 Income tax		
(a) Income tax expense		
- Current tax	575.28	1,288.18
- Deferred tax	(47.83)	(131.41)
Income tax expense	527.45	1,156.77

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (previous year: 34.94%) and the reported tax expense in profit or loss are as follows:

(b) Reconciliation of tax expense and the accounting profit

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Profit before income tax expense	1,888.09	3,866.25
Statutory income tax rate	25.17%	34.94%
Amount of tax at statutory income tax rate	475.19	1,351.02
Adjustments:		
Effect of non-deductible expense	22.07	55.59
Tax impact of deduction u/s 80JJAA	(108.04)	(239.10)
Income exempt from tax	(2.70)	(3.79)
Tax impact on account of change in income tax rate	150.46	-
Others	(9.53)	(6.95)
Total	52.26	(194.25)
Amount of tax at statutory income tax rate post adjustments	527.45	1,156.77

40 Earnings per share

Particulars	31 March 2020	31 March 2019
Net profit attributable to equity shareholders		
Profit after tax (in lakhs)	255.44	2,709.48
Nominal value of equity share (₹)	10	10
Total number of equity shares outstanding as the beginning of the year (in lakhs)	1,197.30	1,196.60
Add: shares issued during the year (in lakhs)	-	0.70
Total number of equity shares outstanding as the end of the year (in lakhs)	1,197.30	1,197.30
Weighted average number of equity shares (in lakhs)	1,197.30	1,197.30
Basic and diluted earnings per share (in ₹)	0.21	2.26



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41 Related party transactions:

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures' the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

Relationship:

A. Subsidiary Company:

IMA Clothing Private Limited

B. Associate Company:

Anjuman Brand Designs Private Limited

C. Key managerial personnel:

- a) Mrs. Meena Bindra
b) Mr. Siddharth Bindra

D. Relatives of key managerial personnel (with whom there were transactions during the year):

Mrs. Shradha Bindra (wife of Mr. Siddharth Bindra)

E. Enterprises over which key managerial personnel of the Company and their relatives have significant influence:

Meena Agritech Private Limited

i) The following transaction were carried out with related parties in the ordinary course of business

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A) Key managerial personnel		
Mrs. Meena Bindra		
Remuneration (refer note (a))	66.63	75.00
Loan taken	1,070.00	-
Interest on loan given	21.46	-
Loan repaid	620.00	-
Dividened paid	12.90	69.20
Mr. Siddharath Bindra		
Remuneration (refer note (a))	269.50	318.75
Loan taken	50.00	-
Interest on loan given	1.15	-
Loan repaid	50.00	-
Dividend paid	54.61	292.93
B) Relatives of key managerial personnel		
Mrs. Sbradha Bindra		
Remuneration	34.68	45.00
Dividend paid	4.13	22.13
C) Subsidiary Company		
IMA Clothing Private Limited		
Loan given	12.16	202.72
Interest on loan given	-	67.66
D) Associate Company		
Anjuman Brand Designs Private Limited		
Consultancy fee received	10.00	-
Purchase of sample/expenses	12.02	1.63
Design fee	2.47	-
E) Enterprises over which Key managerial personnel of the Company and their relatives have significant influence		
Meena Agritech Private Limited		
Rent paid	32.00	48.00
Note (a)		
Breakup for Key management personnel's compensation in the following categories:-		
Short-term employee benefits	326.17	381.80
Post-employment benefits **	9.96	11.95
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payment	-	-
	336.13	393.75

* excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Company as a whole.

includes provident fund



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Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

ii) Balances at the year end

Particulars	As at 31 March 2020	As at 31 March 2019
A) Enterprises over which key managerial personnel of the Company and their relatives have significant influence		
Meena Agritech Private Limited		
Security deposit	-	24.00
B) Subsidiary Company		
IMA Clothing Private Limited*		
Loans receivable (including interest receivable)	-	565.74
Investment in equity shares	90.00	190.00
Investment in preference shares	80.00	80.00
C) Associate Company		
Anjuman Brand Designs Private Limited		
Investment in equity shares	615.06	615.06
D) Key managerial personnel		
Mrs. Meena Bindra		
Salary payable	-	3.64
Loan payable (including interest)	458.54	-
Mr. Siddharath Bindra		
Salary payable	-	16.33
E) Relatives of key managerial personnel		
Mrs. Shradha Bindra		
Salary payable	-	2.32

*The Company has recorded provision for doubtful advances amounting to ₹ 577.89 lakhs and provision for diminution in value of investment amounting to ₹ 100 lakhs made in subsidiary Company.

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

42 Financial instruments by category

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

(ii) Financial assets and liabilities measured at fair value - recurring fair value measurements

There were no assets/liabilities carried at fair value as at 31 March 2020.

Financial assets measured at fair value - recurring fair value measurements

31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Derivative asset	-	43.62	-	43.62
Total financial assets	-	43.62	-	43.62

(iii) Valuation technique used to determine fair value

Fair value of swap contracts is determined using forward rate at balance sheet date, based on dealer or counterparty quotes for similar instruments.

(vi) Fair value of instruments measured at amortised cost

Particulars	Level	31 March 2020		31 March 2019	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Investment	Level 3	153.70	167.25	153.70	166.79
Loans	Level 3	4,439.85	4,455.04	5,202.00	5,239.84
Total financial assets		4,593.55	4,622.29	5,355.70	5,406.63
Financial liabilities					
Borrowings	Level 3	25.14	25.14	746.54	708.28
Total financial liabilities		25.14	25.14	746.54	708.28

For cash and bank balances, trade receivables, fixed deposits, other receivables, trade payables and other current financial liabilities, the management assessed that their fair value is approximate their carrying amounts, largely due to the short-term maturities of these instruments.

43 Financial risk management

i) Financial instruments by category

Particulars	31 March 2020		31 March 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investment in tax free bonds	-	153.70	-	153.70
Trade receivables	-	3,317.49	-	3,289.25
Cash and bank balances	-	221.99	-	677.20
Other bank balances	-	12.59	-	15.02
Loans	-	4,439.85	-	5,202.01
Other financial assets	-	34.11	43.62	134.37
Total	-	8,179.73	43.62	9,471.55
Financial liabilities				
Borrowings (including interest accrued)	-	14,416.03	-	10,371.45
Trade payables	-	7,115.68	-	3,922.57
Security deposits received	-	539.89	-	346.75
Other financial liabilities	-	2,516.44	-	2,530.16
Lease liabilities	-	39,183.97	-	-
Total	-	63,772.01	-	17,170.93

Note: Investment in equity instrument of subsidiary and associate are measured at cost as per Ind AS 27, "Separate financial statements" and hence, not presented here.

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Company's risk management is carried out as per the policies approved by the board of directors.

A) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to discharge an obligation to the company. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- Cash and cash equivalents
- Trade receivables
- Loans carried at amortised cost, and
- Other bank balances



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

a) Credit risk management

(i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets

- A: Low credit risk
- B: Moderate credit risk
- C: High credit risk

The Company provides for expected credit loss based on the following

Asset group	Categorisation of items	Provision for expenses credit loss
Low credit risk	Cash and bank balances, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
High credit risk	Trade receivables	Life time expected credit loss fully provided for

Assets under credit risk –

Credit rating	Particulars	31 March 2020	31 March 2019
A: Low credit risk	Cash and bank balances	221.99	677.20
	Investments	938.76	1,038.76
	Loans	4,439.85	5,202.01
	Trade receivables	3,317.49	3,289.25
	Other bank balances	12.59	15.02
	Other financial assets	34.11	177.99
B: High credit risk	Investments	100.00	-
	Loans (excluding security deposits)	577.89	-
	Trade receivables	55.02	8.07

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

To mitigate the credit risk related to trade receivables, the Company closely monitors the credit-worthiness of the trade receivables through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due by 1 year.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes security deposits, loans given etc. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

(ii) Concentration of receivables

The Company's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans given and deposits given for business purposes.

Particulars	31 March 2020	31 March 2019
Franchise stores	85.40	171.68
Multi brand outlets	746.81	1,217.84
Wholesale customers	2,282.05	1,220.74
Others	203.23	678.99
Total	3,317.49	3,289.25

b) Credit risk exposure

Trade receivables

In respect of trade receivables, the Company considers provision for lifetime loss allowance. Given the nature of business operations, the Company's trade receivables has low credit risk as there is a prompt collection from debtors within a period ranging from three to six months.

Other financial assets measured at amortised cost

Company provides for loss allowance on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any loss allowance. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

Reconciliation of loss allowance	Trade receivables
Loss allowance as on 31 March 2018	10.99
Impairment loss recognised/(reversed) during the year	(2.92)
Loss allowance as on 31 March 2019	8.07
Impairment loss recognised/(reversed) during the year	46.95
Loss allowance as on 31 March 2020	55.02

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

a) Financing arrangements

The Company has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2020	31 March 2019
- Expiring within one year (cash credit and other facilities)	67.65	601.84



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l) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

31 March 2020	Less than 1 year	1-2 year	More than 2 year	Total
Non-derivatives				
Borrowings (including interest)	14,416.79	-	-	14,416.79
Trade payables	7,115.68	-	-	7,115.68
Security deposits received	539.89	-	-	539.89
Other financial liabilities	2,516.44	-	-	2,516.44
Lease liabilities	5,303.80	5,356.04	28,524.13	39,183.97
Total	29,892.59	5,356.04	28,524.13	63,772.76

31 March 2019	Less than 1 year	1-2 year	More than 2 year	Total
Non-derivatives				
Borrowings (including interest)	10,322.30	19.77	-	10,342.07
Trade payables	3,922.57	-	-	3,922.57
Security deposits received	346.75	-	-	346.75
Other financial liabilities	2,530.16	-	-	2,530.16
Total	17,121.78	19.77	-	17,141.55

C) Market risk
a) Foreign currency risk

The Company uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency borrowings. The following are outstanding derivatives contracts:

Nature of hedge instrument	Description of hedge	31 March 2020		31 March 2019	
		Amount in foreign currency (USD)	Amount (INR)	Amount in foreign currency (USD)	Amount (INR)
Contract : Forward contract					
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of foreign exchange borrowings	-	-	10.27	709.35

i) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	31 March 2020	31 March 2019
Exposure in USD		
Financial Assets		
Trade receivables (in ₹ lakhs)	123.75	105.36
Trade receivables (in USD)	1.64	1.51

ii) Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

Particulars	31 March 2020		31 March 2019	
	Exchange rate increase by 5.45%	Exchange rate decrease by 5.45%	Exchange rate increase by 6.82%	Exchange rate decrease by 6.82%
USD sensitivity*				
Trade receivables (in ₹ lakhs)	6.74	(6.74)	7.19	(7.19)

** Holding all other variables constant*
b) Interest rate risk
i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2020	31 March 2019
Variable rate borrowing	14,390.89	9,598.16
Fixed rate borrowing*	25.14	746.54
Total borrowings	14,416.03	10,344.70
Amount disclosed under other current financial liabilities	25.14	727.21
Amount disclosed under borrowings	14,390.89	9,617.49

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Company and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2020	31 March 2019
Interest sensitivity*		
Interest rates – increase by 50 basis points	71.95	47.99
Interest rates – decrease by 50 basis points	(71.95)	(47.99)

** Holding all other variables constant*


BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

ii) Assets

The Company's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Company's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments in mutual funds, the Company diversifies its portfolio of assets.

44 Capital management

(a) Risk management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	31 March 2020	31 March 2019
Total borrowings (excluding interest accrued)	14,416.03	10,344.70
Less: cash and cash equivalent	221.99	677.20
Net debt	14,194.03	9,667.50
Total equity	28,582.88	31,981.36
Net debt to equity ratio	49.66%	30.23%

(b) Dividends

Particulars	31 March 2020	31 March 2019
Proposed dividend		
Proposed dividend ₹ nil per share (previous year: ₹ 0.11 per share)	-	131.70
Dividend distribution tax on proposed dividend	-	27.07

45 Assets pledged as security

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Inventories	37,804.38	28,057.74
Trade receivables	3,317.49	3,289.25
Cash and cash equivalents and other bank balances	234.58	692.22
Loans, other financial assets and other current assets	7,286.67	7,419.02
Total current assets pledged as security	48,643.12	39,458.23
Non-current		
Property, plant and equipment (excluding vehicles)	5,959.36	5,144.20
Total assets pledged as security	54,602.48	44,602.43

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

46 Employee benefit obligations

(A) Defined benefit plan:

Particulars	31 March 2020		31 March 2019	
	Current	Non-current	Current	Non-current
Gratuity	103.56	219.61	95.42	130.98
Total	103.56	219.61	95.42	130.98

(i) Amount recognised in the statement of profit and loss is as under:

Description	31 March 2020	31 March 2019
Current service cost	62.54	40.62
Interest cost	12.45	11.88
Net impact on profit (before tax)	74.99	52.50
Actuarial loss recognised during the year	41.77	23.22
Amount recognised in total comprehensive income	116.76	75.72

(ii) Change in the present value of obligation:

Description	31 March 2020	31 March 2019
Present value of defined benefit obligation as at the beginning of the year	226.40	176.01
Current service cost	62.54	40.62
Interest cost	12.45	11.88
Benefits paid	(19.99)	(25.33)
Actuarial loss/(gain)	41.77	23.22
Present value of defined benefit obligation as at the end of the year	323.17	226.40

(iii) Breakup of actuarial (gain)/loss:

Description	31 March 2020	31 March 2019
Actuarial (gain)/loss from change in financial assumption	13.99	3.81
Actuarial (gain)/loss from experience adjustment	27.78	19.41
Total actuarial (gain)/loss	41.77	23.22

(v) Actuarial assumptions

Description	31 March 2020	31 March 2019
Discount rate	5.50%	6.75%
Rate of increase in compensation levels	7.00%	9.00%
Retirement age	55 years	55 years

Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- 3) The best estimated expense for the next year is ₹ 144.60 lakhs.

(vi) Sensitivity analysis for gratuity liability

Description	31 March 2020	31 March 2019
Impact of change in discount rate		
Present value of obligation at the end of the year	323.17	226.40
- Impact due to increase of 1 %	316.44	222.59
- Impact due to decrease of 1 %	330.23	230.37
Impact of change in salary increase		
Present value of obligation at the end of the year	323.17	226.40
- Impact due to increase of 1 %	329.17	229.51
- Impact due to decrease of 1 %	317.45	223.45

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

(vii) Maturity profile of defined benefit obligation (undiscounted)

Description	31 March 2020	31 March 2019
Within next 12 months	103.56	95.42
Between 1-5 years	72.27	110.34
Beyond 5 years	147.34	195.70

(viii) The average duration of the defined benefit plan obligation at the end of the reporting period is 17 years (previous year: 18 years).

(B) Defined contribution plan:

Particulars	As at	As at
	31 March 2020	31 March 2019
a) Provident fund	398.64	251.71
b) Employees state insurance corporation	134.70	153.32
	533.34	405.03



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Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

47 Ind AS 115 - Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5 step approach:

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

In case of certain contracts with customers, the Company sell the goods to certain multi brand outlets (MBO's), E-com distributors and other distributors with a right to return the unsold goods to the Company. In such cases, the Company acts as an principal and these MBO's and distributors acts as agents in selling these goods to retail customers. Hence, revenue from such sales are grossed up with the commission paid to these MBO's and distributors and commission paid are presented in other expenses. Such expenses were earlier netted off from revenue till 31 March 2018.

(a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	74,154.52	25.93	74,180.45
Export	1,537.55	2.92	1,540.47
Total	75,692.07	28.85	75,720.92
Revenue by time			
Revenue recognised at point in time			75,720.92
Revenue recognised over time			-
Total			75,720.92

(b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Year ended 31 March 2020
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	32.70
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-

(c) Assets and liabilities related to contracts with customers

Description	As at 31 March 2020		As at 31 March 2019	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	312.55	-	32.70

(d) Reconciliation of revenue recognised in statement of profit and loss with contract price

Description	Year ended 31 March 2020
Contract price	93,246.21
Less: discount, rebates, credits etc.	17,525.29
Revenue from operations as per statement of profit and loss	75,720.92



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ Lakhs unless otherwise stated)

48 Leases

The Company has adopted IND AS 116 "Leases" from 01 April 2019, which has resulted in change in accounting policies in the standalone financial statements.

Ind AS 116 'Leases' replaces Ind AS 17 'Leases' along with three Interpretations (Appendix A 'Operating Leases-Incentives', Appendix B 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease' and Appendix C 'Determining whether an Arrangement contains a Lease'). The Company has used the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (1 April 2019). Accordingly, comparatives for the year ended 31 March 2019 have not been retrospectively adjusted.

For contracts in place at the date of initial application, the Company has elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C.

On adoption of Ind AS 116, the Company recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Company has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 01 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 April 2019 was 8.85%.

The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 01 April 2019.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

(a) The following is reconciliation and total operating lease commitments at 31 March 2019 to the lease liabilities recognised at 01 April 2019

Particulars	Amount
Total operating lease commitment disclosed at 31 March 2019	5,751.87
Impact due to remeasurement of lease term	42,889.48
Discounting using Discounting factor	(12,614.11)
Total lease liabilities recognised under IND AS 116 at 1 April 2019	36,027.24

(b) Right-to-use assets

Particulars	Amount
Balance as at 01 April 2019 (on account of initial application of Ind AS 116)	31,232.55
Add: additions on account of new leases entered during the year	9,229.89
Less: terminations	(954.16)
As at 31 March 2020	39,508.28
Less: amortisation expense charged on the right-of-use assets	5,966.32
As at 31 March 2020	33,541.96

(c) Lease liability are presented in the statement of financial position as follow:

Particulars	Amount
Current	5,303.80
Non-current	33,880.17
Total	39,183.97

The company has leases for the main warehouse, office building and stores. With the exception of short term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which depend on the index or a rate (such as lease payment depend on the store sale) are exclude from the initiate measurement of the lease liability and asset. The group classifies its right-of-use in a consistent manner to its right-of-use.

(d) The table below describe the nature of leasing activities by type of right-of-use asset recognised on balance sheet

Right-of-use asset	No of right-of-use assets leased	Range of remaining term	Average remaining lease term
Retail outlets, office premises and warehouse	340	1-18 years	5.52

(e) The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 March 2020 were as follow:

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 March 2020							
Lease payment	8,508.82	8,087.26	7,293.93	6,475.17	5,770.87	18,174.36	54,310.41
Finance charges	(3,205.02)	(2,731.22)	(2,275.80)	(1,856.67)	(1,461.09)	(3,596.64)	(15,126.44)
Net present values	5,303.80	5,356.04	5,018.13	4,618.50	4,309.78	14,577.72	39,183.97

(f) Lease payments not recognised as a liability

Particulars	31-Mar-20
Expenses relating to short term leases (included in other expenses)	93.51
Expenses relating to variable lease payments not included in lease payments	566.22
Total	659.73

The total cash outflow for leases for the year ended 31 March 2020 was Rs 7,821.00 lacs.

(g) The following are amount recognised in statement of profit and loss

Particulars	31-Mar-20
Amortisation expense charged on the right-of-use assets	5,966.32
Interest expense on lease liabilities	3,326.47
Less: rent	7,821.00
Less: gain on termination of right-of-use assets	251.64
Net amount recognised in profit & loss account	1,220.15

(h) Disclosures under Ind AS 17 for the year ended 31 March 2019

Minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Particulars	31-Mar-19
Not later than one year	2,471.58
Later than one year but not later than five years	2,792.40
Later than five years	487.89



BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)
49 Contingent liabilities

Particulars	31 March 2020	31 March 2019
Claims against the Company not acknowledged debts in respect of:		
Pending before Commissioner of Income tax Act, 1961 (amount paid under protest ₹ 3.58 lakhs (previous year: ₹ 2.22 lakhs))	26.06	26.06
Pending before Commissioner of West Bengal Value added Tax Act, 2003	109.67	109.67
Pending before Commissioner of Bihar Value added Tax Act, 2005 (amount paid under protest ₹ 6.47 lakhs (previous year: ₹ nil))	12.46	12.46
Pending before Commissioner of Delhi Value added Tax Act, 2004	8.20	8.20
Pending before Commissioner of Uttar Pradesh Value added Tax Act, 2008 (amount paid under protest ₹ 17.05 lakhs (previous year: ₹ nil))	17.05	-

The Hon'ble Supreme Court in its recent ruling had ruled that various allowances like conveyance allowance, special allowance, education allowance, medical allowance etc., paid uniformly and universally by an employer to its employees would form part of basic wages for computing the provident fund ('PF' or 'the fund') contribution and thereby, has laid down principles to exclude (or include) a particular allowance or payments from 'basic wage' for the purpose of computing PF contribution. The Company pays certain allowances to its employees as a part of its compensation structure, which have not been included in the basic wages for the purpose of computing the PF.

As this ruling has not prescribed any clarification with respect to its application, the Company, based on legal advice and management assessment has applied the aforesaid ruling prospectively. Management believes that this will not result in any material liability on the Company.

Interest and claims by customers may be payable as and when the outcome of the related matters are finally determined. Management based on the legal advice and historic trends, believes that no material liability will develop on the Company in respect of these matters.

50 Capital and other commitments

Particulars	31 March 2020	31 March 2019
Estimated amount of contracts remaining to be executed on capital account (net of capital advances)	356.99	525.51
Estimated amount of contracts remaining to be executed on account of other purchase commitments	1,300.63	4,151.96

51 Information in terms of section 22 of The Micro, Small And Medium Enterprises Development Act, 2006*

Particulars	31 March 2020	31 March 2019
(a) The principal amount remaining unpaid to any supplier at the end of the year	859.60	565.19
(b) Interest due remaining unpaid to any supplier at the end of the year	7.44	-
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year;	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	7.44	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	7.44	-

*The Company is in discussion with certain MSME vendors owing to some reconciliation issues. Based on the management assessment, the interest payable to MSME parties as provided in books is adequate and no further provision is required to be made in financial statements for such vendors.

52 Corporate social responsibility (CSR)

Gross amount required to be spent by the Company during the year in compliance with section 135 of the Companies Act 2013 is ₹ 96.50 lakhs (previous year: ₹146.30 lakhs). Management is in the process of depositing the balanced amount required to be spent with the bank, as specified by the provisions of the Companies Act, 2013 by the due date of 30 September 2020.

Contribution for CSR	31 March 2020	31 March 2019
In cash	25.88	146.30
Yet to be paid	70.62	-
Total	96.50	146.30

Details of CSR expenses incurred towards:

Particulars	31 March 2020	31 March 2019
Education expense	25.88	136.05
Other	-	10.25
Total	25.88	146.30

53 Segment reporting

In accordance with Ind AS 108, the Board of Directors being the Chief operating decision maker of the Company has determined its only business segment as manufacturing and retail of ethnic wear.

Since the Company's business is from manufacturing and retail of ethnic wear and there are no other identifiable reportable segments, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge for depreciation during the year is as reflected in the financial statement.

The Company's operations are such that all majority activities are confined only to India. There are no customers accounting for more than 10% of its revenue.

54 Value of import on CIF basis

Particulars	31 March 2020	31 March 2019
Fabric RM - Import	209.72	82.74

55 Value and percentage of imported and indigenous raw materials, packing materials, components and processing material consumed

Particulars	31 March 2020	%	31 March 2019	%
Imported	209.72	0.95%	82.74	0.52%
Indigenous	21,981.25	99.05%	15,912.39	99.48%
Total	22,190.97	100.00%	15,995.13	100.00%

56 Expenditure in foreign currency

Particulars	31 March 2020	31 March 2019
Travelling and conveyance	50.85	104.36
Capital goods (brand-trademarks)	93.44	-
Total	144.29	104.36



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

57 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (Covid-19) a global pandemic on 11 March 2020. Consequent to this, Government of India declared lockdown on 23 March 2020 and the Company temporarily suspended the operations at its warehouse and stores. Covid-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain and production facilities etc. during the lock-down period which has been extended till 31 May 2020. However, production and supply of goods has gradually commenced during the months of May 2020 at the warehouse and stores of the Company after obtaining permissions from the appropriate government authorities.

The Company has made detailed assessment of its liquidity position to continue operations for the next year and recoverability and carrying value of its assets comprising property, plant and equipment, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

58 Reconciliation of liabilities arising from financing activities pursuant to Ind AS -7 Cash flows

Particulars	Interest accrued	Non-current borrowings *	Current borrowings	Lease liabilities
Opening balance as at 01 April 2018	21.98	1,558.58	8,588.75	-
Add: interest expense	780.35	-	-	-
Cash inflows/outflows:				
Add: loan disbursed	-	-	5,233.71	-
Less: loan repaid	-	(809.54)	(4,224.30)	-
Add: other adjustments	-	(46.12)	-	-
Less: interest repaid	(775.58)	-	-	-
Closing balance as at 31 March 2019	26.75	702.92	9,598.16	-
Add: lease liabilities created under IND AS 116	-	-	-	36,027.24
Add: interest expense	1,163.67	-	-	3,326.47
Cash inflows/outflows:				
Add: lease liabilities created on new leases entered during the year	-	-	-	8,849.09
Add: loan disbursed	-	-	4,792.73	-
Less: loan repaid	-	(677.78)	-	-
Less: payment of lease liabilities	-	-	-	(7,821.00)
Less: termination of leases	-	-	-	(1,197.83)
Less: interest paid	(1,190.42)	-	-	-
Closing balance as at 31 March 2020	-	25.14	14,390.89	39,183.97

* Includes current maturity of long term debt and derivative liability/derivative asset on loan.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Neeraj Goel

Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of director of
BIBA Apparels Private Limited

Meena Bindra

Meena Bindra
Director
(DIN 01627149)

Sachin Agarwal

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)

Siddharath Bindra

Siddharath Bindra
Managing Director
(DIN 01680498)

Sandeep Deshpande

Sandeep Deshpande
Chief Financial Officer



Handwritten mark

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Independent Auditor's Report

To the Members of BIBA Apparels Private Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of BIBA Apparels Private Limited ('the Holding Company'), its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group') and its associate, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiary and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group and its associate as at 31 March 2020, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 12 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Walker Chandiook & Co LLP

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (contd.)

Emphasis of Matter– Uncertainties and the impact of COVID 19 on financial statements

4. We draw attention to note 57 of the accompanying consolidated financial statement, which describes the effects of uncertainties relating to COVID-19 pandemic outbreak on the Group's operations and management's evaluation of its impact on the accompanying consolidated financial statements of the Group as at the balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

5. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associate.



Independent Auditor's Report to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (contd.)

Auditor's Responsibilities for the Audit of the Financial Statements

9. 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 Standards on Auditing 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.
10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 Group and its associate to cease to continue as a going concern; and
 - 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.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
11. 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.



Walker Chandiook & Co LLP

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (contd.)

Other Matter

12. We did not audit the financial statements of one subsidiary, whose financial statements reflects total assets of ₹ 2.03 lakhs and net liabilities of ₹ 576.45 lakhs as at 31 March 2020, total revenues of ₹ nil and net cash inflows amounting to ₹ 1.01 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 70.78 lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

13. Based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 12, on separate financial statements of the subsidiary and associate, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Holding Company, its subsidiary Company and associate Company covered under the Act, since none of such companies is a public Company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
14. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiary and associate, we report, to the extent applicable, that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary Company and associate Company covered under the Act, none of the directors of the Group companies and its associate Company covered under the Act, are disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary Company and associate Company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure 2'; and
 - g) 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 and based on the consideration of the report



Walker Chandiok & Co LLP

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (contd.)

of the other auditors on separate financial statements as also the other financial information of the subsidiary and associate:

- i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate as detailed in note 51 to the consolidated financial statements;
- ii. the Holding Company and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2020;
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary Company and associate Company covered under the Act, during the year ended 31 March 2020; and
- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel



Neeraj Goel

Partner

Membership No.: 099514

UDIN: 20099514AAAAEY1202

Place: Gurugram

Date: 29 September 2020

Walker ChandioK & Co LLP

Independent Auditor's Report to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (contd.)

Annexure 1:

List of entities included in the financial statements

Subsidiary Company:

IMA Clothing Private Limited

Associate Company:

Anjuman Brand Design Private Limited



Walker Chandniok & Co LLP

Annexure 2 to the Independent Auditor's Report of even date to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020

Annexure 2

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of BIBA Apparels Private Limited ('the Holding Company'), its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group') and its associate as at and for the year ended 31 March 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary Company and its associate Company, which are Companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary Company and its associate company, which are Companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary Company and its associate Company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary Company and its associate Company as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly



Walker Chandiook & Co LLP

Annexure 2 to the Independent Auditor's Report of even date to the members of BIBA Apparels Private Limited on the consolidated financial statements for the year ended 31 March 2020 (cont'd)

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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary Company and associate Company, the Holding Company, its subsidiary Company and its associate Company, which are Companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

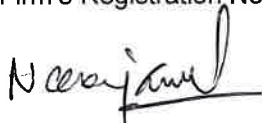
Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to one subsidiary Company, which is Company covered under the Act, whose financial statements reflect total assets of ₹ 2.03 lakhs and net liabilities of ₹ 576.45 lakhs as at 31 March 2020, total revenues of ₹ nil and net cash inflows amounting to ₹ 1.01 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 70.78 lakhs for the year ended 31 March 2020, in respect of one associate Company, which is Company covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary Company and associate Company have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary Company and its associate Company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary Company and associate Company is based solely on the reports of the auditors of such Companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013



Neeraj Goel

Partner

Membership No.: 099514

UDIN: 20099514AAAAEY1202



Place: Gurugram

Date: 29 September 2020

BIBA APPARELS PRIVATE LIMITED
Consolidated balance sheet as at 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Notes	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	4	6,057.12	5,223.51
Right-of-use Assets		33,541.96	-
Goodwill on consolidation		9.56	9.56
Other intangible assets	5	451.56	455.75
Investments accounted for using the equity method	6	593.41	664.19
Financial assets			
(i) Investments	7	153.70	153.70
(ii) Loans	8	644.07	297.18
(iii) Other financial assets	9	14.77	9.63
Income tax asset (net)	10	824.97	1,820.51
Deferred tax assets (net)	11	1,939.60	700.81
Other non-current assets	12	269.62	500.20
Total non-current assets		44,500.34	9,835.04
Current assets			
Inventories	13	37,804.38	28,144.13
Financial assets			
(i) Trade receivables	14	3,317.49	3,302.64
(ii) Cash and bank balances	15	224.02	678.21
(iii) Bank balances other than (ii) above	16	12.59	15.02
(iv) Loans	17	3,795.78	4,339.84
(v) Other financial assets	18	19.34	168.37
Other current assets	19	3,471.55	2,845.73
Total current assets		48,645.15	39,493.94
Total assets		93,145.49	49,328.98
Equity and liabilities			
Equity			
Equity share capital	20	11,972.95	11,972.95
Other equity	21	16,821.25	19,590.44
Non-controlling interests		(386.68)	(393.15)
Total equity		28,407.52	31,170.24
Non-current liabilities			
Financial liabilities			
(i) Borrowings	22	-	19.33
(ii) Lease liabilities		33,880.17	-
Provisions	23	219.61	130.98
Other non-current liabilities	24	-	125.04
Total non-current liabilities		34,099.78	275.35
Current liabilities			
Financial liabilities			
(i) Borrowings	25	14,390.89	9,598.16
(ii) Trade payables	26		
(a) Total outstanding dues of micro enterprises and small enterprises; and		867.04	565.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		6,248.82	3,451.84
(iii) Lease liabilities		5,303.80	-
(iv) Other financial liabilities	27	3,082.06	3,647.88
Other current liabilities	28	642.02	524.90
Provisions	29	103.56	95.42
Total current liabilities		30,638.19	17,883.39
Total equity and liabilities		93,145.49	49,328.98

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated balance sheet referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of directors of
BIBA Apparels Private Limited

Meena Bindra
Director
(DIN : 01627149)

Sachin Agrawal
Company Secretary
(Membership No. - A-17348)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Sandeep Deshpande
Chief Financial Officer



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BIBA APPARELS PRIVATE LIMITED
Consolidated statement of profit and loss for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Note	Year ended 31 March 2020	Year ended 31 March 2019
Income			
Revenue from operations	30	75,720.92	72,940.43
Other income	31	893.95	394.80
Total income		76,614.87	73,335.23
Expenses			
Cost of materials consumed	32	22,220.60	16,005.64
Purchase of stock-in-trade		203.38	57.26
Job work charges	33	12,139.05	9,162.93
Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	(9,629.90)	(383.48)
Employee benefits expense	35	11,143.33	9,334.30
Finance costs	36	4,681.68	928.47
Depreciation and amortisation expenses	37	8,092.74	2,257.63
Other expenses	38	25,862.70	32,256.09
Total expenses		74,713.58	69,618.84
Profit before share of net profits of investments accounted for using equity method and tax		1,901.29	3,716.39
Share of loss of associate accounted for using the equity method		(71.03)	(15.00)
Profit before tax and exceptional items		1,830.26	3,701.39
Exceptional items	39	427.31	-
Profit before tax		1,402.95	3,701.39
Tax expense			
Current tax	40	575.28	1,288.18
Deferred tax		(63.34)	(134.35)
Profit for the year		891.01	2,547.56
Other comprehensive income :			
<i>Items that will not be reclassified to profit and loss</i>			
Re-measurement losses on defined benefit obligations		(41.77)	(23.22)
Share of other comprehensive income of associate accounted for using the equity method		0.25	0.27
Income tax effect		10.45	8.06
Total comprehensive income for the year, net of tax		(31.07)	(14.89)
Total comprehensive income for the year		859.94	2,532.67
Profit attributable to:			
Owners of Biba Apparels Private Limited		884.54	2,620.99
Non-controlling interest		6.47	(73.43)
		891.01	2,547.56
Total comprehensive income for the year attributable to:			
Owners of Biba Apparels Private Limited		853.47	2,606.10
Non-controlling interest		6.47	(73.43)
		859.94	2,532.67
Earnings per equity share (face value of ₹ 10 per share)			
Basic earnings per share (in ₹)	41	0.74	2.13
Diluted earnings per share (in ₹)		0.74	2.13

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated statement of profit and loss referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020



For and on behalf of the Board of directors of
BIBA Apparels Private Limited

Meena Bindra
Meena Bindra
Director
(DIN : 01627149)

Sachin Agrawal
Company Secretary
(Membership No. - A-17348)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Sandeep Deshpande
Chief Financial Officer

BIBA APPARELS PRIVATE LIMITED
Consolidated cash flow statement for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A) Cash flow from operating activities :		
Net profit before tax	1,901.29	3,716.39
Adjustments for :		
Depreciation and amortisation	8,092.74	2,257.63
(Gain)/loss on disposal of fixed assets	(10.30)	8.49
Interest income on fixed deposits	(9.92)	(2.43)
Interest income on loan	-	(48.31)
Interest income on investment	(10.71)	(10.84)
Interest income on financial asset at amortised cost	(91.83)	(107.02)
Excess liabilities and provisions written back	(148.54)	-
Unrealised foreign exchange (gain)/loss	(3.99)	(0.88)
Interest expenses	4,490.14	792.50
Gain on termination of right-of-use assets	(251.64)	-
Provision for doubtful debts	46.95	-
Operating profit before working capital changes	14,004.19	6,605.53
Adjustments for movement in:		
(Increase) in inventory	(9,660.24)	(186.39)
Decrease/(increase) in trade receivables	(61.81)	146.79
(Increase) in loans, financial assets and other assets	164.67	(1,168.24)
Increase/(decrease) in trade payables	3,098.83	91.27
Increase/(decrease) in other liabilities and provisions	787.22	1,352.42
Cash generated from operating activities	8,332.86	6,841.38
Income tax paid	(744.74)	(2,014.20)
Net cash generated from operating activities	7,588.12	4,827.18
B) Cash flow from investing activities :		
Purchase of property, plant and equipment and intangibles	(3,047.11)	(3,213.86)
Proceeds from sale of property, plant and equipment	42.12	24.25
Interest received on fixed deposit	9.92	2.43
Investment/(maturity) of fixed deposits	(2.72)	38.26
Interest received on investment	10.71	10.69
Net cash (used in) investing activities	(2,987.08)	(3,138.23)
C) Cash flow from financing activities :		
Repayment of non-current borrowings	(677.78)	(849.65)
Proceeds from current borrowings (net)	4,792.73	911.17
Interest paid	(1,190.42)	(787.73)
Payment of principal portion of lease liabilities	(4,494.52)	-
Payment of interest portion of lease liabilities	(3,326.47)	-
Dividend paid (including dividend tax)	(158.77)	(851.60)
Net cash flow (used in) financing activities	(5,055.23)	(1,577.81)
Net increase in cash and cash equivalents (A+B+C)	(454.19)	111.14
Cash and cash equivalents as at the beginning of the year	678.21	567.07
Cash and cash equivalents as at the end of the year	224.02	678.21
Balance with banks		
- with scheduled banks in current accounts	171.57	118.00
- with scheduled banks in cash credit account	27.42	419.04
Cash on hand	25.03	141.17
Total cash and cash equivalents (refer note 15)	224.02	678.21

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated cash flow statement referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

Meena Bindra
Director
(DIN : 01627149)

Sachin Agrawal
Company Secretary
(Membership No. - A-17348)



For and on behalf of the Board of directors of
BIBA Apparels Private Limited

Siddharath Bindra
Managing Director
(DIN : 01680498)

Sandeep Deshpande
Chief Financial Officer

BIBA APPARELS PRIVATE LIMITED

Consolidated statement of changes in equity for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

A Equity share capital

Particulars	Balance as at 01 April 2018	Change in equity share capital during the year	Balance as at 31 March 2019	Change in equity share capital during the year	Balance as at 31 March 2020
Equity share capital	11,965.95	7.00	11,972.95	-	11,972.95


B Other equity

Particulars	Share application money pending allotment	Securities premium	Reserve and surplus	Total	Non-controlling interest
			Retained earning		
Balance as at 01 April 2018	99.75	-	17,743.19	17,842.94	(319.72)
Profit/(loss) for the year	-	-	2,620.99	2,620.99	(73.43)
Other comprehensive income for the year (net of tax)	-	-	(14.89)	(14.89)	-
Total comprehensive income for the year	99.75	-	20,349.29	20,449.04	(393.15)
Transactions with owners in their capacity as owners:					
Share issued during the year	(99.75)	92.75	-	(7.00)	-
Dividend (including dividend distribution tax)	-	-	(851.60)	(851.60)	-
Balance as at 31 March 2019	-	92.75	19,497.69	19,590.44	(393.15)
IND-AS 116 transition adjustment (net of adjustment of deferred tax)	-	-	(3,463.89)	(3,463.89)	-
Profit for the year	-	-	884.54	884.54	6.47
Other comprehensive income for the year (net of tax)	-	-	(31.07)	(31.07)	-
Total comprehensive income for the year	-	92.75	16,887.27	16,980.02	(386.68)
Transactions with owners in their capacity as owners:					
Dividend (including dividend distribution tax)	-	-	(158.77)	(158.77)	-
Balance as at 31 March 2020	-	92.75	16,728.50	16,821.25	(386.68)

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated statement of changes in equity referred to in our report of even date.

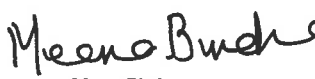
For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration Number 001076N/N500013


Neeraj Goel
Partner
Membership No. 099514



Place: Gurugram
Date: 29 September 2020

For and on behalf of the Board of directors of
BIBA Apparels Private Limited


Meena Bindra
Director
(DIN : 01627149)


Siddharth Bindra
Managing Director
(DIN : 01680498)


Sachin Agrawal
Company Secretary
(Membership No. - A-17348)


Sandeep Deshpande
Chief Financial Officer



BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

4 Property, plant and equipment

Particulars	Office equipments	Computers	Furniture and fixtures	Leasehold improvements	Vehicles	Plant and machinery	Total
Gross carrying amount							
As at 01 April 2018	1,284.44	374.39	3,773.16	3,439.60	232.98	421.28	9,525.85
Additions	466.60	103.93	878.89	1,356.54	0.73	46.51	2,853.20
Disposals	222.81	148.42	86.63	120.32	44.41	45.96	668.55
At 31 March 2019	1,528.23	329.90	4,565.42	4,675.82	189.30	421.83	11,710.50
Additions	343.63	80.03	1,106.70	1,295.97	57.56	30.11	2,914.00
Disposals	45.26	9.46	102.54	59.89	-	3.83	220.98
At 31 March 2020	1,826.60	400.47	5,569.58	5,911.90	246.86	448.11	14,403.52
Accumulated depreciation							
As at 01 April 2018	769.69	261.05	1,515.94	2,172.18	116.17	131.91	4,966.94
Depreciation charge for the year	331.65	84.41	707.23	939.47	35.56	57.54	2,155.86
Disposals	219.79	148.32	73.61	120.32	40.51	33.26	635.81
At 31 March 2019	881.55	197.14	2,149.56	2,991.33	111.22	156.19	6,486.99
Depreciation charge for the year	351.33	106.21	787.13	687.63	37.89	53.60	2,023.79
Disposals	41.49	7.97	76.28	37.06	-	1.58	164.38
At 31 March 2020	1,191.39	295.38	2,860.41	3,641.90	149.11	208.21	8,346.40
Net carrying amount							
As at 31 March 2020	635.21	105.09	2,709.17	2,270.00	97.75	239.90	6,057.12
As at 31 March 2019	646.68	132.76	2,415.86	1,684.49	78.08	265.64	5,223.51

(i) Contractual obligations

Refer note 52 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Property, plant and equipment have been pledged as security for liabilities, for details refer note 45.



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

5 Other intangible assets

Particulars	Biba brand	Software	Non compete fee	Total
Gross carrying amount				
As at 01 April 2018	68.07	385.96	11.11	465.14
Additions	299.83	60.82	-	360.65
At 31 March 2019	367.90	446.78	11.11	825.79
Additions	93.44	13.56	-	107.00
Disposals	22.82	-	-	22.82
At 31 March 2020	438.52	460.34	11.11	909.97
Accumulated amortisation				
As at 01 April 2018	20.77	236.39	11.11	268.27
Amortisation charge for the year	31.43	70.33	-	101.77
At 31 March 2019	52.20	306.72	11.11	370.04
Amortisation charge for the year	43.08	59.55	-	102.63
Disposals	14.26	-	-	14.26
At 31 March 2020	81.02	366.27	11.11	458.41
Net carrying amount				
At 31 March 2020	357.50	94.07	-	451.56
At 31 March 2019	315.70	140.06	-	455.75



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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

20 Equity share capital

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Authorised share capital				
Equity shares of ₹ 10 each (previous year: ₹ 10 each)	1,200.00	12,000.00	1,200.00	12,000.00
	1,200.00	12,000.00	1,200.00	12,000.00
Issued, subscribed and paid up share capital				
Equity shares of ₹ 10 each (previous year: ₹ 10 each)	1,197.30	11,972.95	1,197.30	11,972.95
	1,197.30	11,972.95	1,197.30	11,972.95

a) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Balance at the beginning of the year	1,197.30	11,972.95	1,196.60	11,965.95
Add: shares issued during the year	-	-	0.70	7.00
Balance at the end of the year	1,197.30	11,972.95	1,197.30	11,972.95

b) Details of shareholders holding more than 5% of the shares of the Company*

Name of the shareholder	As at 31 March 2020		As at 31 March 2019	
	Number of shares (in lakhs)	% of holding	Number of shares (in lakhs)	% of holding
Mrs. Meena Bindra	117.29	9.80%	117.29	9.80%
Mr. Siddharath Bindra	496.50	41.47%	496.50	41.47%
Dhanvan Impex Private Limited	100.00	8.35%	100.00	8.35%
Highdell Investment Limited	328.48	27.43%	328.48	27.43%

*As per the records of the Company, including its register of shareholder/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c) Terms and rights attached to equity shares

The Group has only one class of equity shares having a par value of ₹ 10 each (previous year: ₹ 10 each). Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Group, holders of equity shares will be entitled to receive any of the remaining assets of the Group after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

- d) During the year ended 31 March 2017, pursuant to the shareholders approvals under Section 63 and other applicable provisions of the Companies Act, 2013, the Holding Company had issued bonus shares in the ratio of 24:1 (i.e. twenty four bonus equity share of ₹ 10 each for every one fully paid up equity share of ₹ 10 each) to the shareholders on record date of 3 February 2017, by capitalising securities premium account, general reserve and retained earnings by sum of ₹ 1,863.89 lakhs, ₹ 3,483.35 lakhs and ₹ 6,140.08 lakhs respectively. The Group has not issued any shares pursuant to contract without payment being received in cash, or allotted as fully paid up by way of bonus shares or bought back any shares during the period of immediately preceding five years except bonus shares issued during the year ended 31 March 2017 as mentioned above.

21 Other equity

	As at 31 March 2020	As at 31 March 2019
Surplus in the statement of profit and loss		
Balance at the beginning of the year	19,497.69	17,743.19
Add: transferred from statement of profit and loss	884.54	2,620.99
Add: other comprehensive income (net of tax)	(31.07)	(14.89)
Less: Ind-AS 116 transition adjustments (net of adjustment of deferred tax)	(3,463.89)	-
Less: dividend (including dividend distribution tax)	(158.77)	(851.60)
Balance at the end of the year	16,728.50	19,497.69
Share application money pending allotment*		
Balance at the beginning of the year	-	99.75
Less: shares issued during the year against share application money received	-	(99.75)
Balance at the end of the year	-	-
Securities premium ^		
Balance at the beginning of the year	92.75	-
Add: shares issued during the year	-	92.75
Balance at the end of the year	92.75	92.75
Total	16,821.25	19,590.44

Note:

*Share application money pending allotment represents amount raised by the Holding Company through preferential allotment of 70,000 equity shares of face value of ₹ 10 each at a premium of ₹ 132.50 per share in 2017-18 against which allotment has been made by the Holding Company in current year.

^Securities premium is used to record the premium on issue of shares. The premium will be utilised in accordance with provisions of the Act.



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
6 Investments accounted for using the equity method		
In equity instruments (fully paid)		
In Associate (unquoted)		
- Anjuman Brand Designs Private Limited (refer note below)	615.06	615.06
854,926 (previous year: 854,926) equity shares of ₹ 10 each		
Add: (loss)/profit from associate using equity method of accounting	(21.65)	49.13
	<u>593.41</u>	<u>664.19</u>
Aggregate value of unquoted investments	593.41	664.19
Note:		
i) Investment in Anjuman Brand Design Private Limited includes goodwill of ₹ 471.76 lakhs (previous year ₹ 471.76 lakhs)		
7 Investments		
Investments at amortised cost		
Tax free bonds (quoted)		
In Government entities		
Housing and Urban Development Corporation Limited	46.14	46.14
4,517 (previous year: 4,517) tax free bonds of ₹ 1,000 each		
National Bank for Agriculture and Rural Development		
10,020 (previous year: 10,020) tax free bonds of ₹ 1,000 each	107.56	107.56
	<u>153.70</u>	<u>153.70</u>
Aggregate value of quoted investments	153.70	153.70
Market value of quoted investments	167.25	166.79
8 Loans		
(Considered good - unsecured)		
Security deposits	644.07	297.18
	<u>644.07</u>	<u>297.18</u>
9 Other non-current financial assets		
Fixed deposits with banks with maturity period of more than 12 months	14.77	9.63
(pledged with Government authorities amounting to ₹ 7.50 lakhs (previous year: ₹ 7.50 lakhs))		
	<u>14.77</u>	<u>9.63</u>
10 Income tax asset (net)		
Advance income tax {(net of provision for income tax of ₹ 11,645.17 lakhs) (previous year: ₹ 11,069.89 lakhs)}	824.97	1,820.51
	<u>824.97</u>	<u>1,820.51</u>
11 Deferred tax assets (net)		
Deferred tax liabilities on account of:		
Share of profit in associate using equity accounting	-	10.00
Deferred tax assets on account of:		
Share of profit in associate using equity accounting	5.45	-
Difference between accounting base and tax base of property, plant and equipment	332.02	527.55
Employee benefits and other payable	81.33	79.11
Deferred lease rent	-	99.81
Financial assets at amortised cost	23.11	3.52
Right-of-use assets net of lease liabilities	1,472.09	-
Fair valuation of investment	1.24	1.15
Amount disallowed under 40a(ia)	12.54	-
Provision for doubtful debts	11.82	-
Derivative instrument	-	(0.33)
	<u>1,939.60</u>	<u>700.81</u>

Movement in deferred tax assets during year ended 31 March 2020

Particulars	As at 31 March 2019	Recognised in other comprehensive income	Recognised in profit and loss	Recognised directly in equity	As at 31 March 2020
Deferred tax assets					
Property, plant and equipment	527.55	-	(195.53)	-	332.02
Fair value of investment	1.15	-	0.09	-	1.24
Amount disallowed under 40a(ia)	-	-	12.54	-	12.54
Provision for doubtful advance	-	-	11.82	-	11.82
Financial assets at amortised cost	3.52	-	19.59	-	23.11
Borrowing	(0.33)	-	0.33	-	-
Provision for employee benefits	79.11	10.45	(8.23)	-	81.33
Deferred lease rent	99.81	-	(99.81)	-	-
Right-of-use assets net of lease liabilities	-	-	307.09	1,165.00	1,472.09
Investments accounted for using the equity method	(10.00)	-	15.45	-	5.45
Total	700.81	10.45	63.34	1,165.00	1,939.60



BIBA APPARELS PRIVATE LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Movement in deferred tax during year ended 31 March 2019

Particulars	As at 31 March 2018	Recognised in other comprehensive income	Recognised in profit and loss	Recognised directly in equity	As at 31 March 2019
Deferred tax assets					
Property, plant and equipment	427.94	-	99.61	-	527.55
Fair value of investment	1.15	-	-	-	1.15
Financial assets at amortised cost	4.79	-	(1.27)	-	3.52
Borrowing	1.71	-	(2.04)	-	(0.33)
Provision for employee benefits	62.64	8.06	8.41	-	79.11
Deferred lease rent	73.06	-	26.75	-	99.81
Deferred tax liability					
Investments accounted for using the equity method	12.89	-	(2.89)	-	10.00
Total	558.40	8.06	134.35	-	700.81

Particulars	As at 31 March 2020	As at 31 March 2019
12 Other non-current asset		
Capital advances	252.42	433.02
Balances with government authorities	17.20	16.24
Prepaid expenses	-	50.94
	<u>269.62</u>	<u>500.20</u>
13 Inventories**		
Raw material	721.35	691.00
Work-in-progress**	5,260.64	3,538.80
Finished goods (including stock-in-trade of ₹ 108.96 lakhs (previous year: ₹ 82.56 lakhs))	30,970.46	23,294.39
Stock-in-transit	851.93	619.94
	<u>37,804.38</u>	<u>28,144.13</u>
*Inventories have been pledged as security for borrowings, for details refer note 45. ** Represents inventory with the vendors sent for job work ₹ 5,260.64 lakhs (previous year: ₹ 3,505.82 lakhs) ^The Holding Company has recorded few class of finished goods at the net realisable value (NRV), as their realisable value is lower than the cost of production. The total NRV adjustments made in the value of such goods is ₹ 93.71 lakhs (previous year: nil). This was recognised as an expense during the year and included in 'changes in inventories of finished goods' in the statement of profit and loss.		
14 Trade receivables		
Considered good-considered good-unsecured	3,317.49	3,302.64
Trade receivables - credit impaired	55.02	30.15
	<u>3,372.51</u>	<u>3,332.79</u>
Less: loss allowance	55.02	30.15
	<u>3,317.49</u>	<u>3,302.64</u>
(i) Trade receivables have been pledged as security for borrowings, for details refer note 45. (ii) Refer note 44 - Financial risk management for assessment of expected credit loss. (iii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
15 Cash and cash equivalents		
Balance with banks		
- with scheduled banks in current accounts	171.57	118.00
- with scheduled banks in cash credit account	27.42	419.04
Cash on hand	25.03	141.17
	<u>224.02</u>	<u>678.21</u>
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.		
16 Bank balances other than cash and cash equivalents (unsecured, considered good)		
Deposits with maturity of more than 3 months but less than 12 months	11.35	15.02
(pledged with government authorities amounting to ₹ 11.35 lakhs (previous year: ₹ 15.02 lakhs))		
Unpaid dividend account	1.24	-
	<u>12.59</u>	<u>15.02</u>
The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
17 Loans		
(unsecured-considered good)		
Security deposits	3,795.78	3,912.53
Loan to others	-	427.31
	<u>3,795.78</u>	<u>4,339.84</u>
18 Other current financial assets		
(Considered good - unsecured)		
Credit card receivable	-	94.85
Derivative asset	-	43.62
Staff advances	19.34	29.90
	<u>19.34</u>	<u>168.37</u>
The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
19 Other current assets		
Advances to suppliers	470.15	813.47
Prepaid expenses	77.91	167.90
Balances with government authorities	1,386.11	534.91
Other advances	1,537.38	1,329.45
	<u>3,471.55</u>	<u>2,845.73</u>



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
22 Non-current financial liabilities-borrowings		
Term loans - Secured		
Indian rupee loans		
- from banks (refer note A and C)	19.29	746.54
- from others (refer note B)	5.85	-
Total borrowings	25.14	746.54
Less: current maturities of long term debt (refer note 27)	25.14	727.21
	-	19.33
Note:		
A. Vehicle loan amounting to ₹ 19.29 lakhs (previous year: ₹ 37.19 lakhs) taken from HDFC Bank is secured against hypothecation of respective vehicle financed and carries interest @ 7.38%. The loan is repayable in 3 years.		
B. Vehicle loan amounting to ₹ 5.85 lakhs (previous year: ₹ nil) taken from Daimler Financial Services India Private Limited is secured against hypothecation of respective vehicle financed and is interest free. The loan is repayable in 1 year.		
C. Term loan amounting to ₹ nil (previous year: 709.35 lakhs) has been taken from Ratuakar Bank Limited. Rate of interest as per USD amount is floating rate of interest. In order to mitigate risk of floating rate of interest, Group has got hedging of interest expense from floating rate (USD 6 months LIBOR + 2.5%) to fixed rate (8.95%) per annum. The loan is repayable in 12 quarterly installments commencing from June 2017 and is secured by first pari passu charge by hypothecation on entire current assets of the Holding Company (both present and future) and first pari passu charge by hypothecation on entire moveable fixed assets of the Holding Company (both present and future) excluding vehicles exclusively charged to lenders and exclusive on assets financed from this loan.		
23 Non-current provisions		
Provision for gratuity (refer note 49)	219.61	130.98
	219.61	130.98
24 Other non-current liabilities		
Deferred lease rent	-	125.04
	-	125.04
25 Current financial liabilities-borrowings		
Cash credit facilities (secured)		
Indian Rupee loans repayable on demand (from banks) (refer note 1 below)	13,932.35	9,598.16
Loan from a director (unsecured) (refer note 2 below)	458.54	-
	14,390.89	9,598.16
Notes		
1. Cash credit facilities and working capital demand loans is secured by a pari passu charge by way of hypothecation on the Holding Company's current assets, both present and future and moveable fixed assets of the Holding Company, both present and future (excluding vehicles exclusively charged to lenders). Cash credit facilities carries interest ranging from 8.45% per annum to 9.45% per annum (previous year: 8.75% per annum to 9.65% per annum) and is repayable within a year whereas working capital demand loan carries interest ranging from 8.35% per annum to 9.05% per annum (previous year : 9.05% per annum to 9.35% per annum) and is payable within 90 days.		
2. Loan has been obtained from Mrs. Meena Bindra for business purpose and carrying interest @ 8.75% per annum (previous year: nil).		
26 Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 53)	867.04	565.19
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,248.82	3,451.84
	7,115.86	4,017.03
27 Other current financial liabilities		
Current maturities of long-term debt (refer note 22)	25.14	727.21
Interest accrued on borrowings	-	26.75
Deposit from vendors	69.22	67.49
Deposit from franchise stores	462.67	288.27
Deposit from others	8.00	8.00
Employees related payables	45.87	754.63
Creditors for capital goods	334.04	393.49
Unclaimed dividend*	1.24	-
Expenses payable	2,135.88	1,382.04
	3,082.06	3,647.88
* The same is not due for deposit to Investor Education and Protection Fund.		
28 Other current liabilities		
Statutory dues payable	329.47	309.49
Advance from customers	312.55	54.83
Deferred lease rent	-	160.58
	642.02	524.90
29 Current provisions		
Provision for gratuity (refer note 49)	103.56	95.42
	103.56	95.42



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
30 Revenue from operations		
Sales		
- Export	1,537.55	749.10
- Domestic	74,154.52	72,163.98
	75,692.07	72,913.08
Other operating revenue		
- Export incentives	2.92	10.27
- Scrap sale	25.93	17.08
	28.85	27.35
	75,720.92	72,940.43
31 Other income		
Interest income:		
-on fixed deposits	9.92	2.43
-on loans	-	48.31
-on investment	10.71	10.84
-on financial asset at amortised cost	91.83	107.02
-on income tax refund	138.52	-
Insurance claim received	33.45	0.12
Excess liabilities and provisions written back	148.54	-
Foreign exchange fluctuation gain (net)	3.99	0.88
Gain on disposal of fixed assets	10.30	-
Gain on termination of right-of-use assets	251.64	-
Miscellaneous income	195.05	225.20
	893.95	394.80
32 Cost of materials consumed		
Raw materials consumed		
Opening stock	691.00	888.09
Add: purchases	22,250.95	15,808.55
	22,941.95	16,696.64
Less: closing stock	721.35	691.00
	22,220.60	16,005.64
Details of raw material and other consumables consumed		
Fabric	20,445.64	13,578.89
Accessories and job work	1,745.33	2,416.24
Others	-	10.51
Total	22,190.97	16,005.64
33 Job work charges		
Dyeing and printing charges	2,648.77	2,561.34
Stitching charges	9,490.28	6,601.59
	12,139.05	9,162.93
34 Changes in inventories of finished goods and work-in-progress		
Opening stock:		
Work-in-progress	3,538.80	3,199.04
Finished goods (including stock-in-trade and stock-in-transit)	23,914.33	23,870.61
	27,453.13	27,069.65
Closing stock:		
Work-in-progress	5,260.64	3,538.80
Finished goods (including stock-in-trade and stock-in-transit)	31,822.39	23,914.33
	37,083.03	27,453.13
	(9,629.90)	(383.48)



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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Details of finished goods and work-in-progress		
Finished goods (including stock-in-trade and stock-in-transit)		
Apparels	31,822.39	23,914.33
	31,822.39	23,914.33
Work - in - progress		
Apparels	5,260.64	3,538.80
	5,260.64	3,538.80
35 Employee benefits expense		
Salaries and wages	10,074.84	8,566.38
Contribution to provident and other funds (refer note 49)	608.32	457.53
Staff welfare expense	460.17	310.39
	11,143.33	9,334.30
36 Finance cost		
Interest expenses on:		
-term loans and cash credit	1,163.67	792.50
-others	8.39	-
Bank charges and commission	183.15	135.97
Interest on lease liabilities	3,326.47	-
	4,681.68	928.47
37 Depreciation and amortisation expenses		
Depreciation on property, plant and equipment	2,023.79	2,155.86
Amortisation of right-of-use asset	5,966.32	-
Amortisation of intangible assets	102.63	101.77
	8,092.74	2,257.63
38 Other expenses		
Franchise/sales commission	14,810.99	15,138.79
Advertisement	2,948.43	2,946.35
Rent and mall maintenance	1,618.52	8,154.46
Electricity expenses	1,151.89	1,067.79
Rates and taxes	227.62	164.58
Repairs and maintenance - Others	752.56	610.29
Insurance	50.54	24.93
Legal and professional	718.16	547.65
Auditors remuneration (refer note A below)	35.39	32.51
Communication	95.49	92.45
Travelling and conveyance	467.76	396.59
Membership and subscription	40.13	46.51
Printing and stationery	93.33	63.31
Loss on disposal of fixed assets	-	8.49
Assets written off	39.41	-
Corporate social responsibility expenses (refer note 54)	25.88	146.30
Merchant commission	271.94	197.68
Store expenses	204.06	218.04
Security expenses	55.14	64.94
Outsource salary	877.71	845.39
Business promotion	74.37	296.27
Packing materials	194.90	184.65
Freight, octroi, forwarding charges and entry tax	1,048.06	979.20
Bad debts written off	46.95	-
Miscellaneous expenses	13.47	28.92
	25,862.70	32,256.09
A) Payment to auditors include:		
Audit fee	32.80	31.30
Reimbursement of expenses	2.59	1.21
	35.39	32.51



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
39 Exceptional items		
Advances and other receivables written off	427.31	-
	<u>427.31</u>	<u>-</u>
40 Income tax		
(a) Income tax expense		
- Current tax	575.28	1,288.18
- Deferred tax	(63.34)	(134.35)
Income tax expense	<u>511.94</u>	<u>1,153.83</u>

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Group at 25.17% (previous year: 34.94%) and the reported tax expense in profit or loss are as follows:

(b) Reconciliation of tax expense and the accounting profit

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Profit before income tax expense	1,901.29	3,716.39
Statutory income tax rate	25.17%	34.94%
Amount of tax at statutory income tax rate	478.56	1,298.66
Adjustments:		
Effect of non-deductible expenses	22.07	55.59
Tax impact of deduction u/s 80G & 80JJ A	(108.04)	(239.10)
Income exempt from tax	(2.70)	(3.79)
Tax impact on account of change in income tax rate	150.46	-
Unrecognised deferred tax asset	(11.00)	52.32
Others	(17.41)	(9.85)
Total	<u>33.38</u>	<u>(144.83)</u>
Amount of tax at statutory income tax rate post adjustments	<u>511.94</u>	<u>1,153.83</u>

No tax expense related to current year income-tax and deferred tax has been charged to the statement of profit and loss account by the subsidiary. The subsidiary is having unabsorbed business losses and unabsorbed depreciation under tax laws, however, deferred tax asset has not been created due to lack of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realised.

41 Earning per share

Particulars	31 March 2020	31 March 2019
Net profit attributable to equity shareholders		
Profit after tax (in lakhs)	891.01	2,547.56
Nominal value of equity share (₹)	10	10
Total number of equity shares outstanding at the beginning of the year (in lakhs)	1,197.30	1,196.60
Add: shares issued during the year (in lakhs)	-	0.70
Total number of equity shares outstanding at the end of the year (in lakhs)	1,197.30	1,197.30
Weighted average number of equity shares (in lakhs)	1,197.30	1,197.30
Basic and diluted earning per share (₹)	0.74	2.13

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

42 Financial instruments

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

(ii) Financial assets and liabilities measured at fair value - recurring fair value measurements

There were no assets/liabilities carried at fair value as at 31 March 2020.

Financial assets measured at fair value - recurring fair value measurements

31 March 2019	Level 1	Level 2	Level 3	Total
Financial assets				
Derivative assets	-	43.62	-	43.62
Total financial assets	-	43.62	-	43.62

(iii) Valuation technique used to determine fair value

Fair value of swap contracts is determined using forward rate at balance sheet date, based on dealer or counterparty quotes for similar instruments.

iv) Fair value of instruments measured at amortised cost

Particulars	Level	31 March 2020		31 March 2019	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Investment	Level 3	153.70	167.25	153.70	166.79
Loans	Level 3	4,439.85	4,455.04	4,209.71	4,247.55
Total financial assets		4,593.55	4,622.29	4,363.41	4,414.34
Financial liabilities					
Borrowings	Level 3	25.14	25.14	746.54	708.28
Total financial liabilities		25.14	25.14	746.54	708.28

For cash and bank balances, trade receivables, fixed deposits, other receivables, trade payables and other current financial liabilities, the management assessed that their fair value is approximate their carrying amounts largely due to the short-term maturities of these instruments.

43 Financial risk management

i) Financial instruments by category

Particulars	31 March 2020		31 March 2019	
	Fair Value	Amortised cost	Fair Value	Amortised cost
Financial assets				
Investment in tax free bonds	-	153.70	-	153.70
Trade receivables	-	3,317.49	-	3,302.64
Loans	-	4,439.85	-	4,637.02
Cash and bank balances	-	224.02	-	678.21
Other bank balances	-	12.59	-	15.02
Other financial asset	-	34.11	43.62	134.38
Total	-	8,181.76	43.62	8,920.97
Financial liabilities				
Borrowings (including interest accrued)	-	14,416.03	-	10,371.45
Trade payables	-	7,115.86	-	4,017.03
Security deposits received	-	539.89	-	363.76
Lease liabilities	-	39,183.97	-	-
Other financial liabilities	-	2,517.03	-	2,530.16
Total	-	63,772.78	-	17,282.40

ii) Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Group's risk management is carried out as per the policies approved by the board of directors.

A) Credit risk

Credit risk is the risk that a customer or counterparty fails to discharge an obligation to the Group. The group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans carried at amortised cost, and
- other bank balances



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

Credit risk management

(i) **Credit risk rating**

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial

- A: Low credit risk
- B: Moderate credit risk
- C: High credit risk

The Group provides for expected credit loss based on the following:

Asset group	Categorisation of items	Provision for expenses credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
High credit risk	Trade receivables	Life time expected credit loss fully provided for

Assets under credit risk –

Credit rating	Particulars	31 March 2020	31 March 2019
A: Low credit risk	Cash and bank balances	224.02	678.21
	Investments	153.70	153.70
	Loans	4,439.85	4,637.02
	Trade receivables	3,317.49	3,302.64
	Other bank balances	12.59	15.02
	Other financial assets	34.11	178.00
B: High credit risk	Trade receivables	55.02	30.15

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

To mitigate the credit risk related to trade receivables, the Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due by 1 year.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes security deposits, loan given etc. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

ii) Concentration of trade receivables

The Group's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans given and deposits given for business purposes.

Particulars	31 March 2020	31 March 2019
Franchise stores	85.40	171.68
Multi brand outlets	746.81	1,217.84
Wholesale customers	2,282.05	1,220.74
Others	203.23	692.38
Total	3,317.49	3,302.64

b) Credit risk exposure

Trade receivables

In respect of trade receivables, the Group considers provision for lifetime expected credit loss. Given the nature of business operations, the Group's trade receivables has low credit risk as there is a prompt collection from debtors within a period ranging from three to six months.

Other financial assets measured at amortised cost

Group provides for loss allowance on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draw to apply consistently to entire population. For such financial assets, the Group's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

Reconciliation of loss allowance:

Particulars	Trade receivables
Loss allowance as on 31 March 2018	33.07
Impairment loss recognised/(reversed) during the year	(2.92)
Loss allowance on 31 March 2019	30.15
Impairment loss recognised/(reversed) during the year	46.95
Bad debts recognised in the current year out of provision	(22.08)
Loss allowance on 31 March 2020	55.02



BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)
B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

a) Financing arrangements

The Group has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2020	31 March 2019
- Expiring within one year (cash credit and other facilities)	67.65	601.84

b) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities and the amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2020	Less than 1 year	1-2 year	More than 2 years	Total
Non-derivatives				
Borrowings (including interest)	14,416.79	-	-	14,416.79
Trade payables	7,115.86	-	-	7,115.86
Security deposits received	539.89	-	-	539.89
Other financial liabilities	2,517.03	-	-	2,517.03
Lease liabilities	5,303.80	5,356.04	28,524.13	39,183.97
Total	29,893.37	5,356.04	28,524.13	63,773.54

31 March 2019	Less than 1 year	1-2 year	More than 2 years	Total
Non-derivatives				
Borrowings (including interest)	10,322.30	19.77	-	10,342.07
Trade payables	4,017.03	-	-	4,017.03
Security deposits received	363.76	-	-	363.76
Other financial liabilities	2,530.16	-	-	2,530.16
Total	17,233.25	19.77	-	17,253.02

C) Market risk
a) Foreign currency risk

The Group uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

Nature of hedge instrument	Description of hedge	31 March 2020		31 March 2019	
		Amount in foreign currency (USD)	Amount (INR)	Amount in foreign currency (USD)	Amount (INR)
Contract : Forward contract					
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of foreign exchange borrowings	-	-	10.27	709.35

i) Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR , are as follows

Particulars	31 March 2020	31 March 2019
Exposure in USD		
Financial Assets		
Trade receivable (in ₹ lakhs)	123.75	105.36
Trade receivables (in USD)	1.64	1.51

ii) Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	31 March 2020		31 March 2019	
	Exchange rate increase by 5.45%	Exchange rate decrease by 5.45%	Exchange rate increase by 6.82%	Exchange rate decrease by 6.82%
USD sensitivity*				
Trade receivables (in ₹ lakhs)	6.74	(6.74)	7.19	(7.19)

* Holding all other variables constant



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

b) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	31 March 2020	31 March 2019
Variable rate borrowing	14,390.89	9,598.16
Fixed rate borrowing*	25.14	746.54
Total borrowings	14,416.03	10,344.70
Amount disclosed under other current financial liabilities	25.14	727.21
Amount disclosed under borrowings	14,390.89	9,617.49

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Group and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2020	31 March 2019
Interest sensitivity*		
Interest rates – increase by 50 bps basis points	71.95	47.99
Interest rates – decrease by 50 bps basis points	(71.95)	(47.99)

* Holding all other variables constant

ii) Assets

The Group's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

Exposure

The Group's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments in mutual funds, the Group diversifies its portfolio of assets.

44 Capital management

(a) Risk management

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	31 March 2020	31 March 2019
Total borrowings (excluding interest accrued)	14,416.03	10,344.70
Less: cash and cash equivalent	224.02	678.21
Net debt	14,192.01	9,666.49
Total equity	28,407.52	31,170.24
Net debt to equity ratio	49.96%	31.01%

(b) Dividends

Particulars	31 March 2020	31 March 2019
Proposed dividend		
Proposed dividend ₹ nil per share (previous year: ₹ 0.11 per share)	-	131.70
Dividend distribution tax on proposed dividend	-	27.07

45 Assets pledged as security*

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Inventories	37,804.38	28,057.74
Trade receivables	3,317.49	3,289.25
Cash and cash equivalents and other bank balances	234.58	692.22
Loans, other financial assets and other current assets	7,286.67	7,419.02
Total current assets pledged as security	48,643.12	39,458.23
Non-current		
Property, plant and equipment	5,959.36	5,144.20
Total assets pledged as security	54,602.48	44,602.43

* Assets are pledged for Holding Company only against the loans taken by the Holding Company.



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

46 Group information
(a) Information about subsidiary

The Group's details as at 31 March 2020 is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Principal activities	County of incorporation	% equity Interest	
			31 March 2020	31 March 2019
IMA Clothing Private Limited	Apparel industry	India	51.51%	51.51%

(b) Interests in associate

Set out below is the details of associate of the Group as at 31 March 2020. The entity listed below have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Principal activities	Place of business	% equity Interest	Relationship	Accounting method
Anjuman Brand Designs Private Limited	Apparel industry	India	36.82%	Associate	Equity method

Anjuman Brand Designs Private Limited is primarily engaged in the business of manufacturing of garments and providing related consultancy under the brand name of Anju Modi.

Summarised financial information for associate

The tables below provide summarised financial information for the associate. The information disclosed reflects the amounts presented in the financial statements of the associate and not BIBA Apparels Private Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method.

Summarised balance sheet	Anjuman Brand Designs Private	
	31 March 2020	31 March 2019
Current assets		
Cash and cash equivalents	18.90	12.17
Other assets	462.94	548.37
Total current assets	481.85	560.54
Total non-current assets	401.71	285.45
Current liabilities		
Financial liabilities(excluding trade payables)	66.93	61.83
Other liabilities	190.31	132.04
Total current liabilities	257.24	193.87
Non-current liabilities		
Financial liabilities(excluding trade payables)	1.52	10.04
Other liabilities	217.99	21.64
Total non-current liabilities	219.51	31.68
Net assets	406.81	620.44

Reconciliation to carrying amounts

Particulars	Anjuman Brand Designs Private Limited	
	31 March 2020	31 March 2019
Opening net assets	620.44	660.44
Profit for the year	(192.93)	(40.74)
Other comprehensive income	0.68	0.74
Impact of IND AS 116	(21.38)	-
Closing net assets	406.81	620.44
Total closing net assets	406.81	620.44
Total closing net assets for consolidation	406.81	620.44
Group's share in %	36.82%	36.82%
Group's share in Indian Rupees	149.78	228.43
Carrying amount	149.78	228.43

Investment in Anjuman Brand Design Private Limited includes goodwill of ₹ 471.76 lakhs (previous year ₹ 471.76 lakhs)

Summarised statement of profit and loss

Particulars	Anjuman Brand Designs Private Limited	
	31 March 2020	31 March 2019
Revenue	851.17	1,025.68
Profit for the year	(192.93)	(40.74)
Other comprehensive income	0.68	0.74
Total comprehensive income	(192.25)	(40.00)



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

47 Related party disclosure

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures' the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

Relationship

A. Associate Company:

Anjuman Brand Designs Private Limited

B. Key managerial personnel:

- a) Mrs. Meena Bindra
b) Mr. Siddharath Bindra

C. Relatives of key managerial personnel (with whom there were transactions during the year):

Mrs. Shradha Bindra (wife of Mr. Siddharth Bindra)

D. Enterprises over which key managerial personnel of the Group and their relatives have significant influence:

Meena Agritech Private Limited

i) The following transaction were carried out with related parties in the ordinary course of business

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A) Key managerial personnel		
Mrs. Meena Bindra		
Remuneration (refer note (a))	66.63	75.00
Loan taken	1,070.00	-
Interest on loan given	21.46	-
Loan repaid	620.00	-
Dividend paid	12.90	69.20
Mr. Siddharath Bindra		
Remuneration (refer note (a))	269.50	318.75
Loan taken	50.00	-
Interest on loan given	1.15	-
Loan repaid	50.00	-
Dividend paid	54.61	292.93
B) Relatives of key managerial personnel		
Mrs. Shradha Bindra		
Remuneration	34.68	45.00
Dividend paid	4.13	22.13
C) Associate Company		
Anjuman Brand Designs Private Limited		
Design fee	2.47	-
Purchase of samples	12.02	1.63
Consultancy fee received	10.00	-
D) Enterprises over which Key managerial personnel of the Company and their relatives have significant influence		
Meena Agritech Private Limited		
Rent paid	32.00	48.00
Note (a)		
Breakup for Key management personnel's compensation in the following categories:-		
Short-term employee benefits	326.17	381.80
Post-employment benefits *#	9.96	11.95
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payment	-	-
	336.13	393.75

* excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Group as a whole.

includes provident fund

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)

ii) Balances at the year end

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A) Enterprises over which key managerial personnel of the Company and their relatives have significant influence		
Meena Agritech Private Limited Security deposit	-	24.00
B) Associate Company		
Anjuman Brand Designs Private Limited Investment in equity shares	615.06	615.06
C) Key managerial personnel		
Mrs. Meena Bindra Salary payable	-	3.64
Loan payable (including interest)	458.54	-
Mr. Siddharath Bindra Salary payable	-	16.33
D) Relatives of key managerial personnel		
Mrs. Shradha Bindra Salary payable	-	2.32

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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

48 Ind AS 115 - Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5 step approach:

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

In case of certain contracts with customers, the Group sell the goods to certain multi brand outlets (MBO's), E-com distributors and other distributors with a right to return the unsold goods to the Company. In such cases, the Group acts as an principal and these MBO's and distributors acts as agents in selling these goods to retail customers. Hence, revenue from such sales are grossed up with the commission paid to these MBO's and distributors and commission paid are presented in other expenses. Such expenses were earlier netted off from revenue till 31 March 2018.

(a) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	74,154.52	25.93	74,180.45
Export	1,537.55	2.92	1,540.47
Total	75,692.07	28.85	75,720.92
Revenue by time			
Revenue recognised at point in time			75,720.92
Revenue recognised over time			-
Total			75,720.92

(b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Year ended 31 March 2020
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	32.70
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-

(c) Assets and liabilities related to contracts with customers

Description	As at 31 March 2020		As at 31 March 2018	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	312.55	-	54.83

(d) Reconciliation of revenue recognised in statement of profit and loss with contract price

Description	Year ended 31 March 2020
Contract price	93,246.21
Less: discount, rebates, credits etc.	17,525.29
Revenue from operations as per statement of profit and loss	75,720.92



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

49 Employee benefit obligations

(A) Defined benefit plan:

Particulars	31 March 2020		31 March 2019	
	Current	Non-current	Current	Non-current
Gratuity	103.56	219.61	95.42	130.98
Total	103.56	219.61	95.42	130.98

(i) Amount recognised in the statement of profit and loss is as under:

Description	31 March 2020	31 March 2019
Current service cost	62.54	40.62
Interest cost	12.45	11.88
Net impact on profit (before tax)	74.99	52.50
Actuarial loss recognised during the year	41.77	23.22
Amount recognised in total comprehensive income	116.76	75.72

(ii) Change in the present value of obligation:

Description	31 March 2020	31 March 2019
Present value of defined benefit obligation as at the beginning of the year	226.40	176.01
Current service cost	62.54	40.62
Interest cost	12.45	11.88
Benefits paid	(19.99)	(25.33)
Actuarial loss/(gain)	41.77	23.22
Present value of defined benefit obligation as at the end of the year	323.17	226.40

(iii) Breakup of actuarial (gain)/loss:

Description	31 March 2020	31 March 2019
Actuarial (gain)/loss from change in financial assumption	13.99	3.81
Actuarial (gain)/loss from experience adjustment	27.78	19.41
Total actuarial (gain)/loss	41.77	23.22

(v) Actuarial assumptions

Description	31 March 2020	31 March 2019
Discount rate	5.50%	6.75%
Rate of increase in compensation levels	7.00%	9.00%
Retirement age	55 years	55 years

Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- 3) The best estimated expense for the next year is ₹ 144.60 lakhs.

(vi) Sensitivity analysis for gratuity liability

Description	31 March 2020	31 March 2019
Impact of change in discount rate		
Present value of obligation at the end of the year	323.17	226.40
- Impact due to increase of 1 %	316.44	222.59
- Impact due to decrease of 1 %	330.23	230.37
Impact of change in salary increase		
Present value of obligation at the end of the year	323.17	226.40
- Impact due to increase of 1 %	329.17	229.51
- Impact due to decrease of 1 %	317.45	223.45

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

(vii) Maturity profile of defined benefit obligation (undiscounted)

Description	31 March 2020	31 March 2019
Within next 12 months	103.56	95.42
Between 1-5 years	72.27	110.34
Beyond 5 years	147.34	195.70

(viii) The average duration of the defined benefit plan obligation at the end of the reporting period is 17 years (previous year: 18 years).

(B) Defined contribution plan:

Particulars	As at 31 March 2020	As at 31 March 2019
a) Provident fund	398.64	251.71
b) Employees state insurance corporation	134.70	153.32
	533.34	405.03



BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

50 Leases

The Group has adopted IND AS 116 "Leases" from 01 April 2019, which has resulted in change in accounting policies in the consolidated financial statements.

Ind AS 116 'Leases' replaces Ind AS 17 'Leases' along with three Interpretations (Appendix A 'Operating Leases-Incentives', Appendix B 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease' and Appendix C 'Determining whether an Arrangement contains a Lease'). The Group has used the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (1 April 2019). Accordingly, comparatives for the year ended 31 March 2019 have not be retrospectively adjusted.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C.

On adoption of Ind AS 116, the Group recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 01 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 April 2019 was 8.85%.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 01 April 2019.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

(a) The following is reconciliation and total operating lease commitments at 31 March 2019 to the lease liabilities recognised at 01 April 2019

Particulars	Amount
Total operating lease commitment disclosed at 31 March 2019	5,751.87
Impact due to remeasurement of lease term	42,889.48
Discounting using Discounting factor	(12,614.11)
Total lease liabilities recognised under IND AS 116 at 1 April 2019	36,027.24

(b) Right-to-use assets

Particulars	Amount
Balance as at 01 April 2019 (on account of initial application of Ind AS 116)	31,232.55
Add: additions on account of new leases entered during the year	9,229.89
Less: terminations	(954.16)
As at 31 March 2020	39,508.28
Less: amortisation expense charged on the right-of-use assets	5,966.32
As at 31 March 2020	33,541.96

(c) Lease liability are presented in the statement of financial position as follow :

Particulars	Amount
Current	5,303.80
Non-current	33,880.17
Total	39,183.97

d) The Group has leases for the main warehouse, office building and stores. With the exception of short term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which depend on the index or a rate (such as lease payment depend on the store sale) are exclude from the initiate measurement of the lease liability and asset. The group classifies its right-of-use in a consistent manner to its right-of-use.

e) The table below describe the nature of leasing activities by type of right-of-use asset recognised on balance sheet

Right of use asset	No of right-of-use assets leased	Range of remaining term	Average remaining lease term
Retail outlets, office premises and warehouse	340	1-18 years	5.52



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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

f) The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 March 2020 were as follow

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 March 2020							
Lease payment	8,508.82	8,087.26	7,293.93	6,475.17	5,770.87	18,174.36	54,310.41
Finance charges	(3,205.02)	(2,731.22)	(2,275.80)	(1,856.67)	(1,461.09)	(3,596.64)	(15,126.44)
Net present values	5,303.80	5,356.04	5,018.13	4,618.50	4,309.78	14,577.72	39,183.97

g) Lease payments not recognised as a liability

Particulars	31-Mar-20
Expenses relating to short term leases (included in other expenses)	93.51
Expenses relating to variable lease payments not included in lease payments	566.22
Total	659.73

h) The total cash outflow for leases for the year ended 31 March 2020 was Rs 7,821.00 lacs.

i) The following are amount recognised in statement of profit and loss

Particulars	31-Mar-20
Amortisation expense charged on the right-of-use assets	5,966.32
Interest expense on lease liabilities	3,326.47
Less: rent	7,821.00
Less: gain on termination of right-of-use assets	251.64
Net amount recognised in profit & loss account	1,220.15

j) Disclosures under Ind AS 17 for the year ended 31 March 2019

Minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Particulars	31-Mar-19
Not later than one year	2,471.58
Later than one year but not later than five years	2,792.40
Later than five years	487.89



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BIBA APPARELS PRIVATE LIMITED
Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020
(All amounts in ₹ lakhs unless otherwise stated)
51 Contingent liabilities

Particulars	31 March 2020	31 March 2019
Claims against the group not acknowledged debts in respect of:		
Pending before Commissioner of Income tax Act, 1961 {amount paid under protest ₹ 3.58 lakhs (previous year: ₹ 2.22 lakhs)}	26.06	26.06
Pending before Commissioner of West Bengal Value added Tax Act, 2003	109.67	109.67
Pending before Commissioner of Bihar Value added Tax Act, 2005 {amount paid under protest ₹ 6.47 lakhs (previous year: ₹ nil)}	12.46	12.46
Pending before Commissioner of Delhi Value added Tax Act, 2004	8.20	8.20
Pending before Commissioner of Uttar Pradesh Value added Tax Act, 2008 {amount paid under protest ₹ 17.05 lakhs (previous year: ₹ nil)}	17.05	-

The Hon'ble Supreme Court in its recent ruling had ruled that various allowances like conveyance allowance, special allowance, education allowance, medical allowance etc., paid uniformly and universally by an employer to its employees would form part of basic wages for computing the provident fund ('PF' or 'the fund') contribution and thereby, has laid down principles to exclude (or include) a particular allowance or payments from 'basic wage' for the purpose of computing PF contribution. The Group pays certain allowances to its employees as a part of its compensation structure, which have not been included in the basic wages for the purpose of computing the PF.

As this ruling has not prescribed any clarification with respect to its application, the Group, based on legal advice and management assessment has applied the aforesaid ruling prospectively. Management believes that this will not result in any material liability on the Group.

Interest and claims by customers may be payable as and when the outcome of the related matters are finally determined. Management based on the legal advice and historic trends, believes that no material liability will develop on the Group in respect of these matters.

52 Capital and other commitments

Particulars	31 March 2020	31 March 2019
Estimated amount of contracts remaining to be executed on capital account (net of capital advances)	356.99	525.51
Estimated amount of contracts remaining to be executed on account of other purchase commitments	1,300.63	4,151.96

53 Information in terms of section 22 of The Micro, Small And Medium Enterprises Development Act, 2006*

Particulars	31 March 2020	31 March 2019
(a) The principal amount remaining unpaid to any supplier at the end of the year	859.60	565.19
(b) Interest due remaining unpaid to any supplier at the end of the year	7.44	-
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year;	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	7.44	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	7.44	-

*The Holding Company is in discussion with certain MSME vendors owing to some reconciliation issues. Based on the management assessment, the interest payable to MSME parties as provided in books is adequate and no further provision is required to be made in financial statements for such vendors.

54 Corporate Social Responsibility (CSR)

Gross amount required to be spent by the Group during the year in compliance with section 135 of the Companies Act 2013 is ₹ 96.50 lakhs (previous year: ₹146.30 lakhs). Management is in the process of depositing the balanced amount required to be spent with the bank, as specified by the provisions of the Companies Act, 2013 by the due date of 30 September 2020.

Contribution for CSR	31 March 2020	31 March 2019
In cash	25.88	146.30
Yet to be paid	70.62	-
Total	96.50	146.30

Details of CSR expenses incurred towards:

Particulars	31 March 2020	31 March 2019
Education	25.88	136.05
Other	-	10.25
Total	25.88	146.30

55 Segment reporting

In accordance with Ind AS 108, the Board of Directors being the Chief operating decision maker of the Group has determined its only business segment as manufacturing and retail of ethnic wear.

Since the Group's business is from manufacturing and retail of ethnic wear and there are no other identifiable reportable segments, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge for depreciation during the year is as reflected in the financial statement.

The Group's operations are such that all majority activities are confined only to India. There are no customers accounting for more than 10% of its revenue.



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BIBA APPARELS PRIVATE LIMITED

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2020

(All amounts in ₹ lakhs unless otherwise stated)

56 Additional information to consolidated financial statements as at 31 March 2020

Name of Entity	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated comprehensive income
Parent Company	28,442.25	100.12%	948.84	106.49%	(31.32)	100.80%	917.52	106.70%
BIBA Apparels Private Limited	[31,446.35]	[99.92%]	[2,712.42]	[106.47%]	[(15.16)]	[101.85%]	[2,697.26]	[106.50%]
Subsidiary	(13.08)	-0.05%	13.20	1.48%	-	-	13.20	1.53%
IMA Clothing Private Limited	[(25.24)]	[(-0.08%)]	[(149.86)]	[(5.88%)]	-	-	[(149.86)]	[(5.92%)]
Associates	(21.65)	-0.08%	(71.03)	-7.97%	0.25	-0.80%	(70.78)	-8.23%
Anjuman Brand Designs Private Limited	[49.13]	[0.16%]	[(15.00)]	[(0.16%)]	[0.27]	[(1.85%)]	[(14.73)]	[(0.58%)]
Total	28,407.52	100%	891.01	100%	(31.07)	100%	859.94	100%
	[31,170.24]	[100%]	[2,547.56]	[100%]	[(14.89)]	[100%]	[2,532.67]	[100%]

Note:-1 Figures in [] brackets are previous year figures

Note:-2 Figures in () brackets are negative figures.

57 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (Covid-19) a global pandemic on 11 March 2020. Consequent to this, Government of India declared lockdown on 23 March 2020 and the Company temporarily suspended the operations at its warehouse and stores. Covid-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain and production facilities etc. during the lock-down period which has been extended till 31 May 2020. However, production and supply of goods has gradually commenced during the months of May 2020 at the warehouse and stores of the Company after obtaining permissions from the appropriate government authorities.

The Group has made detailed assessment of its liquidity position to continue operations for the next year and recoverability and carrying value of its assets comprising property, plant and equipment, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

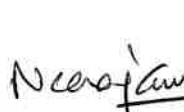
58 Reconciliation of liabilities arising from financing activities pursuant to Ind AS -7 Cash flows

Particulars	Interest accrued	Non-current borrowings *	Current borrowings	Lease liabilities
Opening balance as at 01 April 2018	21.98	1,558.58	8,686.98	-
Add: Interest expense	792.50	-	-	-
Cash inflows/outflows:				
Add: loan disbursed	-	-	5,233.71	-
Less: loan repaid	-	(809.54)	(4,322.53)	-
Add: other adjustment	-	(46.12)	-	-
Less: interest paid	(787.73)	-	-	-
Closing balance as at 31 March 2019	26.75	702.92	9,598.16	-
Add: lease liabilities created under IND AS 116	-	-	-	36,027.24
Add: interest expense	1,163.67	-	-	3,326.47
Cash inflows/outflows:				
Add: lease liabilities created on new leases entered during the year	-	-	-	8,849.09
Add: loan disbursed	-	-	4,792.73	-
Less: loan repaid	-	(677.78)	-	-
Less: payment of lease liabilities	-	-	-	(7,821.00)
Less: termination of leases	-	-	-	(1,197.83)
Less: interest paid	(1,190.42)	-	-	-
Closing balance as at 31 March 2020	-	25.14	14,390.89	39,183.97

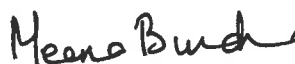
* Includes current maturity of long term debts and derivative liability

 For Walker Chandio & Co LLP
 Chartered Accountants
 Firm Registration Number: 001076N/N500013

 For and on behalf of the Board of director of
 BIBA Apparels Private Limited



Neeraj Goel
 Partner
 Membership No. 099514

Meena Bindra
 Director
 (DIN 01627149)



Siddharath Bindra
 Managing Director
 (DIN 01680498)

 Place: Gurugram
 Date: 29 September 2020



Sandhin Agrawal
 Company Secretary
 (Membership No. - A-17348)



Sandeep Deshpande
 Chief Financial Officer

